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FLORIDA PROFIT/NON PROFIT CORPORATION  
SYNEWAVE BIODIESEL BIOENERGY CORP

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
FOR A TAX-EXEMPT NON PROFIT CORPORATION**

**ARTICLE I  
Name**

The name of the non profit Corporation is:

**SYNEWAVE BIODIESEL BIOENERGY CORP**

**ARTICLE II  
Principle Office**

The principal place of business, county and mailing address of the corporation is:

**2700 Bayshore Blvd - Unit 507, Pinellas County, Dunedin, Fl 34698**

**ARTICLE III  
Statement of Purpose**

The purposes for which the Corporation is formed are as follows:

This non-profit Corporation is organized exclusively to perform activities permitted corporations under the General Laws of the State of Florida, to the extent such activities are permitted for organizations which are exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

More specifically, the activities of the Corporation are, among others, to:

- (1) To function as an industry liaison and improve business conditions in the Biodiesel and Bioenergy Industry Sector.
- (2) To promote the U.S. export of Biodiesel and Bioenergy technology information and referrals for best in class technologists, manufacturers, equipment sources and vendors for common business interests.
- (3) To foster the growth and awareness of mutually beneficial U.S. and international business opportunities worldwide.
- (4) To disseminate information, provide referrals, and establish effective professional communication relationships at all levels that facilitate innovations, applied business applications and technical advancements within the Biodiesel and Bioenergy Industry Sector.
- (5) Create and develop a knowledge base and business league of business professionals, including small business, minority and female organizations, focused in high efficient synergistic energy systems, for utilization by U.S. Government agencies, international business communities, and global trade associations.

**ARTICLE IV  
Election of Corporate Directors**

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the Bylaws of the Corporation. The number of directors shall be fixed from time to time as provided in the By-Laws, but in no event shall the number of directors be fewer than three.

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## **ARTICLE V**

### **Members**

The Corporation shall have one or more classes of members; the designation of such class or classes and the qualifications, rights, and method of acceptance of the members of such class or classes shall be as set forth in the Bylaws of the Corporation.

## **ARTICLE VI**

### **Registered Agent**

The name and Florida Street address of the resident agent is:

**Robert P. Wisner, 2700 Bayshore Blvd - Unit 507, Dunedin, FL 34698**

## **ARTICLE VII**

### **Limitations on Activities**

(1) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)6 of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

(2) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

## **ARTICLE VIII**

### **Dedication and Dissolution**

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

(2) Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE IX**

### **Indemnification**

(1) The Corporation shall indemnify (a) its directors and officers, whether serving the Corporation, or at its request any other entity, to the full extent required or permitted by the General Laws of the State of Florida now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law, and (b) other employees and agents to such extent as shall be authorized by the Board of Directors or the Corporation's Bylaws and be permitted by law, provided, however, that indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under Section 501(c)6 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

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(2) The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such Bylaws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the charter of the Corporation shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

**ARTICLE X**  
**Incorporator**

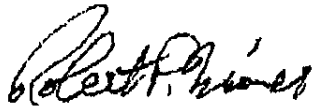
The name and address of the Incorporator is:

**Robert P. Wisner, 2700 Bayshore Blvd - Unit 507, Dunedin, FL 34698**

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with, and accept the appointment as Registered Agent and agree to act in this capacity.

By:



**Robert P. Wisner, Registered Agent**

Date: 30 March 2010

**SIGNATURE OF INCORPORATOR**



**Robert P. Wisner, Incorporator**

Date: 30 March 2010

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