

To: The Florida Dept. of State
Subject: 000466.126739

From: Ashley Smith

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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION
CITIZENS FOR CLEAN ENERGY, INC.**

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SECRETARY OF STATE
ALLAHUSSEIN, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CITIZENS FOR CLEAN ENERGY, INC.**
(A Florida Corporation Not for Profit)

ARTICLE I
Name

The name of this corporation is CITIZENS FOR CLEAN ENERGY, INC. (hereinafter called the "Corporation").

ARTICLE II
Principal Place of Business and Mailing Address

The address of the principal office of the Corporation shall be 3333-24 Virginia Beach Boulevard, Virginia Beach, VA 23452.

ARTICLE III
Purpose

The Corporation is organized and shall be operated exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law) (the "Code"). The Corporation's exclusive purpose shall be to support education and public policy change to encourage the development and use of clean energy jobs and technologies to improve the economy and environment of the United States, and to encourage a future free from foreign oil and environmental damage, and other topics of general interest to the Corporation's members. The Corporation has not been organized for, and shall not be for the benefit of, any particular member or other person. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Code Section 501(c)(6), or the corresponding provision of any future United States internal revenue law.

ARTICLE IV
Manner of Election of Directors

The activities and affairs of the Corporation shall be managed by a Board of Directors (hereinafter called the "Directors" and collectively as the "Board"). The number and method of election of the Directors of the Corporation who shall serve following the terms of the initial Directors of the Corporation shall be as set forth in the Bylaws of the Corporation, but in no case shall the Corporation have less than three (3) Directors.

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ARTICLE V
Initial Registered Agent and Street Address

The street address of the Company's initial registered office is 515 East Park Avenue, Tallahassee, FL 32301, and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

ARTICLE VI
Incorporator

The name and mailing address of the incorporator is David Layman, Esq., 777 South Flagler Drive, Suite 300E, West Palm Beach, Florida 33401 (the "Incorporator"). The powers of the Incorporator are to terminate upon filing of the Articles of Incorporation. All necessary expenses incurred by the Incorporator in creating the Corporation shall be reimbursable by the Corporation to the Incorporator.

ARTICLE VII
Membership

The eligibility requirements and other qualifications of members of the Corporation; the different classes of membership, if any; the property, voting, and other rights and privileges of members; and the liability of members to dues and assessments and the method of collection; the termination and transfer of membership; and other matters applicable to the Corporation's members, shall be as stated in the Bylaws of the Corporation, as may be amended from time to time.

ARTICLE VIII
Duration of Corporation

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE IX
Amendment of Articles

These Articles of Incorporation shall be amended and/or restated only by an action of a majority of the members of the Board.

ARTICLE X
Amendment of Bylaws

The Bylaws may be amended, altered, or repealed and new Bylaws may be adopted only by the affirmative vote of a majority of the members of the Board. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

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ARTICLE XI
Liability of Directors

Directors shall not be liable to the Corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a Director's duty of loyalty to the Corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; or (3) a transaction from which the Director derived an improper personal benefit.

ARTICLE XII
Operation

The Corporation is organized and operated exclusively for exempt purposes within the meaning of Code Section 501(c)(6). No part of the Corporation's net earnings will benefit any particular member or other person.

ARTICLE XIII
Dissolution

Upon dissolution of the Corporation, the assets of the Corporation shall be distributed exclusively for the common business interests of its members or to organizations which are exempt from federal income tax under Code Section 501(c)(6) or corresponding provisions of any subsequent federal tax laws.

I, **THE UNDERSIGNED**, being the Incorporator hereinbefore named, for the purpose of forming a corporation not for profit pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, do make this certificate, hereby declaring and certifying that the facts herein stated are true on this 11th day of June, 2010.


David Layman, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for CITIZENS FOR CLEAN ENERGY, INC., at the place designated in the Articles of Incorporation of such Corporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Date: June 11, 2010

CORPDIRECT AGENTS, INC.

By: Michèle Holden
Name: Michèle Holden
Title: Assistant Secretary

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TALLAHASSEE, FLORIDA

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