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2011 MAR 31 PM 4:41  
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DIVISION OF CORPORATIONS

4-01-11

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Florida Biomass Growers Association, Inc.  
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Thomas Edwin Duggar  
Name (Printed or typed)

1391 Timberlane Road  
Address

Tallahassee, Florida 32312  
City, State & Zip

850-893-4205  
Daytime Telephone number

ed@dvco.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA BIOMASS GROWERS ASSOCIATION, INC.**

FILED  
2011 MAR 31 PM 4:41  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, being a natural person of the age of 18 years or more, acting as the incorporator for the purpose of forming a not for profit corporation pursuant to the Not for Profit Corporation Act (the "Act") of the State of Florida corporation, hereby certify:

**ARTICLE I:** The name of the Corporation is: Florida Biomass Growers Association, Inc. (the "Corporation")

**ARTICLE II:** The street address of the principal office and mailing address of the Corporation shall be 1391 Timberlane Road, Tallahassee, Florida 32312.

**ARTICLE III:** The Corporation is organized and shall be administered and operated exclusively to receive, administer, and expend funds to promote and represent the common business interests of and improve business conditions among, members of the Florida Biomass industry, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws and shall not have the authority to issue capital stock. The purpose for which the Corporation is formed is:

- A. To promote the common good and general welfare of all citizens of the State of Florida; and
- B. To promote and represent the common business interests of and improve business conditions among members of the Florida Biomass Growers industry by administering and operating exclusively to receive, administer and expend funds for its members; and
- C. To meet the biomass grower's needs by advocating and educating its State of Florida citizenry of the economic and social welfare the industry provides.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Chapter 617.0302 of Florida Statutes as now in effect or as may hereafter be amended.

**ARTICLE IV:** The Corporation shall not issue shares of stock, but shall consist of non-stock owning members who shall be admitted as set forth in the Bylaws of the Corporation.

**ARTICLE V:** The name and address of the Incorporator is: Thomas Edwin Duggar, 1391 Timberlane Road, Tallahassee, Florida 32312.

**ARTICLE VI:** The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII:** The registered agent of this Corporation shall be Thomas Edwin Duggar. The address of the registered agent shall be 1391 Timberlane Road, Tallahassee, FL 32312. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

**ARTICLE VIII:** No part of the net income of the Corporation shall inure to the benefit of or be distributable to its directors, officers, other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in ARTICLE III hereof.

**ARTICLE IX:** The business of the Corporation shall be carried on through its Board of Directors. The manner of election or appointment of the directors shall be set forth in the Bylaws.

**ARTICLE X:** The private property of the incorporators, directors, and officers, shall not be subject to the payment of corporate debts to any extent whatever; in furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to hold annual or special meetings of its Board of Directors in any of the states, territories or possessions of the United States, or the District of Columbia.

**ARTICLE XI:** Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE XII:** Upon the dissolution of the corporation or the winding up of its affairs, the assets, if any remaining after settlement of all liabilities of the Corporation shall be applied and distributed in accordance with a plan of distribution adopted by the Board of Directors. Under such plan, the assets must be applied for purposes described in ARTICLE III hereof, and be distributed to one or more organizations which are exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws and have purposes similar to those of the Corporation.

**ARTICLE XIII:** The Corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute,

provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

**ARTICLE XIV:** The number of directors consisting of the initial Board of Directors is one (1), but the member of directors may be increased or decreased in the manner set forth in the Bylaws, provided that the number shall not be less than one (1). The initial and subsequent Boards of Directors shall elect their successors. The names and addresses, including street and number, of the persons who are to serve as the initial directors are:

**OFFICERS/DIRECTORS**

**ADDRESS**

Thomas Edwin Duggar

1391 Timberlane Road  
Tallahassee, Florida 32312

**ARTICLE XV:** The Corporation shall have a President, a Vice-President, a Secretary and Treasurer and may have additional and assistant officers, including without limitation thereto, two or more Vice-Presidents, Assistant Secretaries and Assistant Treasurers. Those additional officers shall be in the Bylaws and shall have voting rights as provided in the Bylaws. The office, names and addresses of the initial officers are:

**PRESIDENT**

**ADDRESS**

Matt Hale

Post Office Box 13772  
Tallahassee, Florida 32317

**VICE PRESIDENT**

**ADDRESS**

A. J. Smith

1331 Airport Drive  
Tallahassee, Florida 32304

**SECRETARY**

**ADDRESS**

Thomas Edwin Duggar

1391 Timberlane Road  
Tallahassee, Florida 32312

**TREASURER**

**ADDRESS**

Thomas Edwin Duggar

1391 Timberlane Road  
Tallahassee, Florida 32312

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 31<sup>ST</sup> day of MARCH, 2011, for the purpose of forming and stating the Articles of

Incorporation of this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State, in the State of Florida, the Articles of Incorporation and certify that the facts herein stated are true.

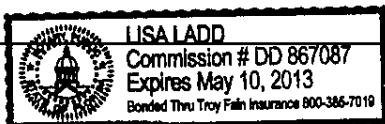
Thomas Edwin Duggar  
Thomas Edwin Duggar, Incorporator  
REGISTERED AGENT

State of Florida  
County of Leon

I, LISA LADD, a Notary Public, hereby certify that on the 31<sup>ST</sup> day of MARCH, 2011, personally appeared before me Thomas Edwin Duggar, who signed the foregoing document as the Incorporator, and declared that the statements contained therein are true.

Lisa Ladd  
Notary Public

My Commission Expires:



FILED  
2011 MAR 31 PM 4:41  
FALL AND SPRING 2011  
FALL AND SPRING 2011