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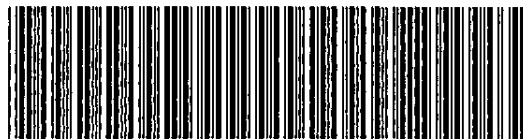
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April 14, 2011

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Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

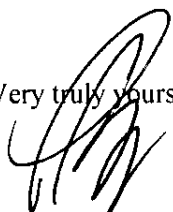
Re: American Environmental Laboratory Association, Inc.
Our File No.: A172-1502

Dear Sir or Madam:

Please find enclosed for filing the original and one copy of the Articles of Incorporation and Acceptance of Designation as Registered Agent for American Environmental Laboratory Association, Inc., a not-for-profit entity. Also enclosed is a check in the sum of **\$70.00** representing the following:

\$35.00 Filing Fee for Articles of Incorporation
\$35.00 Designation of Registered Agent

Very truly yours,


Philip F. Bonus

PFB/ram
Enclosures

cc: American Environmental Laboratory Association, Inc.

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ARTICLES OF INCORPORATION

OF

AMERICAN ENVIRONMENTAL LABORATORY ASSOCIATION, INC.

The undersigned incorporator hereby forms a not-for-profit corporation under Chapter 617 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AMERICAN ENVIRONMENTAL LABORATORY ASSOCIATION, INC.

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be: 481 Newburyport Avenue, Altamonte Springs, Florida 32701. The mailing address of the corporation shall be: 481 Newburyport Avenue, Altamonte Springs, Florida 32701.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to be a non-profit scientific educational entity in support of activities pertaining to the accreditation of environmental firms, and for the related educational and regulatory compliance assistance and support of such entities for such activities, and for such other legal purposes as may be deemed by the Board of Directors to be in the best interests of those who may lawfully benefit from the tax exempt status of the Corporation.

ARTICLE IV. MANAGEMENT OF CORPORATE AFFAIRS

(a) The business affairs of this Corporation shall be managed by the Board of Directors. There shall be not less than three (3) nor more than nine (9) Members of the Board of Directors, provided, however, that the number may be increased by a By-Law duly adopted by the Corporation. The Corporation shall, at its first meeting, adopt By-Laws. Thereafter, By-

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Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws adopted either by Resolution of the Board, or by following such procedure as may be set forth in the By-Laws, subject to any limitations contained in the By-Laws, and any limitations set forth in the laws of the State of Florida concerning not-for-profit corporate action.

(b) The Directors hereinafter named as the first Board of Directors shall hold office until the first meeting of the Corporation, which shall be held in Seminole County, Florida, within sixty (60) days of the date of incorporation, at a time and place fixed by Resolution of the Board of Directors, at which time an election of members to serve on the Board of Directors shall be held.

(c) Members of the Board of Directors shall thereafter be elected at the annual meeting of the Corporation, and shall hold office in accordance with the By-Laws. An annual meeting shall be held on the third Friday of the first month following the fiscal year end, at the principal offices of the Corporation, or at such other place within Seminole County as shall be designated by Resolution of the Board of Directors, and at such time as shall be fixed by the same Resolution.

(d) A majority of the Board of Directors shall constitute a quorum at any meeting of the Board for the transaction of business. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, provided that all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Board. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting, and that the Articles of Incorporation and By-Laws of this

Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

(e) The names and addresses of the Directors elected to serve as the first Board, in accordance with Section (b) of this Article are:

Jeff S. Flowers
117 Whitecaps Circle
Maitland, Florida 32751

Charles M. Ged
13698 Marsh Harbour Drive
Jacksonville, Florida 32225

Edward J. Dabrea
18816 S. Golden Hawk Trail
Jupiter, Florida 33458

ARTICLE V. INITIAL DIRECTORS AND OFFICERS

(a) The initial Board of Directors of the Corporation shall be a President, Secretary, Treasurer, and such other officers as may be provided for in the By-Laws. Officers shall be Members of the Board of Directors of the Corporation, and shall serve at the pleasure of a majority of the whole number of the Board of Directors.

(b) The following shall serve as the first Officers of the Corporation until the first meeting of the Board of Directors:

President	Jeff S. Flowers 117 Whitecaps Circle Maitland, Florida 32751
Secretary	Charles M. Ged 13698 Marsh Harbour Drive Jacksonville, Florida 32225
Treasurer	Edward J. Dabrea 18816 S. Golden Hawk Trail Jupiter, Florida 33458

(c) The Officers hereinafter named as the first Officers shall hold office until December 31, 2012, at which time an election of Officers to serve on the Corporation shall be held.

(d) Officers shall thereafter be elected at the annual meeting of the Corporation, and shall hold office in accordance with the By-Laws. An annual meeting shall be held on the third Friday of the first month following the fiscal year end, at the principal offices of the Corporation, or at such other place within Orange County as shall be designated by Resolution of the Board of Directors, and at such time as shall be fixed by the same Resolution.

ARTICLE VI. TERM OF EXISTENCE

This corporation shall to exist perpetually.

VII. DEDICATION OF ASSETS ON DISSOLUTION/ EXEMPT ORGANIZATION PROVISIONS

The Corporation is organized exclusively for scientific and educational purposes, including specifically the support of activities pertaining to the accreditation of environmental firms, and for the related educational and regulatory compliance assistance and support of such entities for such activities.

No part of the net earnings of the Corporation shall inure to the benefit of, nor shall 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 III hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, nor for otherwise attempting to influence any legislation, and the Corporation shall not endorse, participate in, or intervene in (including the publishing or distributions of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the Corporation shall not carry on any activities not

permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the Corporation, all remaining 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 one or more public purpose(s). Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organization as said Court shall determine, which are organized and operated exclusively for charitable purposes.

ARTICLE VIII. INITIAL REGISTERED AGENT AND STREET ADDRESS

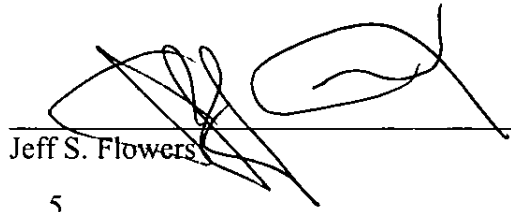
The street address of the initial registered office of the corporation shall be 481 Newburyport Avenue, Altamonte Springs, Florida 32701, and the name of the initial registered agent of the corporation at that address is Jeff S. Flowers.

ARTICLE IX. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

Jeff S. Flowers
117 Whitecaps Circle
Maitland, Florida 32751

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this
11 day of Apr, 2011.



Jeff S. Flowers

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

I, Jeff S. Flowers, residing in Maitland, Florida, and whose registered office address is 481 Newburyport Avenue, Altamonte Springs, Florida 32701, having been designated as Registered Agent to accept service of process for the above stated corporation, hereby accepts the appointment as Registered Agent and agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of the position of Registered Agent under Section 617.1507, Florida Statutes.

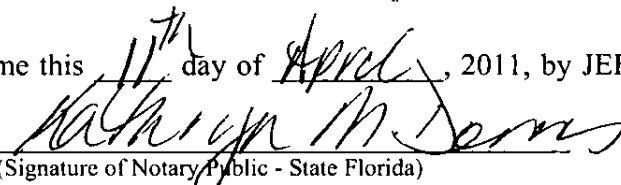
Date: Apr 11, 2011.



Jeff S. Flowers

STATE OF FLORIDA
COUNTY OF SEMINOLE

SWORN TO and subscribed before me this 11th day of April, 2011, by JEFF S. FLOWERS.

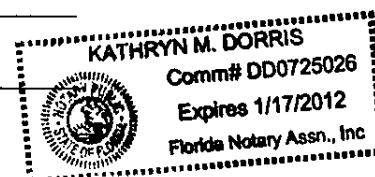


(Signature of Notary Public - State Florida)

(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced _____



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