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FLORIDA PROFIT/NON PROFIT CORPORATION THE ASSOCIATION OF GEOHAZARD PROFESSIONALS, INC.

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**STATE OF FLORIDA
NON-PROFIT CORPORATION
ARTICLES OF INCORPORATION
OF
THE ASSOCIATION OF GEOHAZARD PROFESSIONALS, INC.**

The undersigned acting as incorporator of a corporation under Chapter 617, Florida Statutes, as amended, adopted the following Articles of Incorporation for such corporation

FIRST: The name of the corporation is:

THE ASSOCIATION OF GEOHAZARD PROFESSIONALS, INC.

The principal office and mailing address of the corporation is:

1934 Commerce Lane, Suite #4, Jupiter, FL 33458.

SECOND: The period of its duration is perpetual.

THIRD: The specific purpose for which the Corporation is organized is to support the development of standards, specifications, and best practices concerning the design and implementation of geohazard-related technologies and products; and to support and provide education to the Geohazard Community.

FORTH: Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation; are:

(a) The corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The corporation shall not be a membership corporation, but shall be operated, managed and controlled solely by its Board of Directors/Officers. The Interim Directors shall be:

Bill Kane
Ben Arndt
Chris Ingram
Bob Forbes
Ghislain Bruinet
Erik Rorem
Elizabeth Peggs

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An election to replace the Interim Directors will be held not later than November 1, 2013.

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(c) The affairs and business of the corporation shall be managed by a Board of Directors having at least three (3) Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the corporation, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation. Officers will include:

President, Vice President, Immediate Past President, Secretary, and Treasurer

Terms of office will be held for a four (4) year period for each officer with the Past President remaining as an officer to provide solid continuity to the association.

(d) Without in any way limiting the foregoing, the corporation shall have those powers granted by Chapter 617 of the Florida Statutes.

(e) No part of the assets of the corporation and not part of any net earnings of the corporation shall be divided among or inured to the benefit of any member, officer or director of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation and payments and distributions may be made in furtherance of one or more of its purposes) or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501 (h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statement(s), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other position of those Articles of Incorporation or the by-laws of the corporation, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(f) Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative vote of two-thirds of the Board of Directors. Upon the liquidation or the dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefore, all of the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Code, or shall be distributed to a federal, state or local government, for a public purpose.

(g) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Code, then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of the corporation, the following provisions shall apply:

The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

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The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code.

(h) Except as may otherwise be required by law, the corporation may, at any time, by the affirmative vote of two-thirds of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Code and qualifies as an exempt organization under Section 501(c)(3) of the Code.

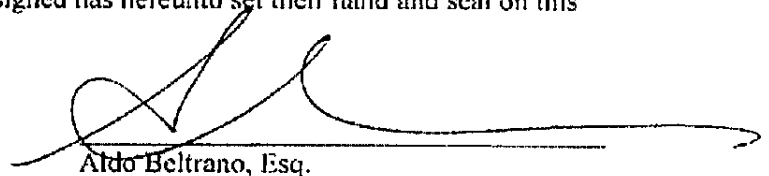
(i) All references herein: (i) to the Code shall be deemed to refer to the Code, as now in force or hereafter amended; and (ii) to particular sections of the Code shall be deemed to refer to similar or successor provisions hereafter adopted.

FIFTH: The name and Florida street address of the Registered Agent of the corporation is Aldo Beltrano, P.A., 601 Heritage Drive, Suite 138, Jupiter, Florida, 33458.

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

Aldo Beltrano, Esq.
Aldo Beltrano, P.A.
601 Heritage Drive, Suite 138
Jupiter, Florida, 33458

20th IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal on this day of August, 2013.


Aldo Beltrano, Esq.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091,
Florida Statutes:

THE ASSOCIATION OF GEOHAZARD PROFESSIONALS, INC., desiring to
organize under the laws of the State of Florida with its registered office, as indicated in the
Articles of Incorporation, in the Town of Jupiter, County of Palm Beach, State of Florida, has
named Aldo Beltrano, P.A. located at 601 Heritage Drive, Suite 138, Jupiter, Florida 33458, as its
agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the
place designated in this Certificate, I hereby accept to act in this capacity and agree to comply
with the provisions of Chapter 48.091, F.S. related to keeping open said office.

Accepted this 20th day of August, 2013.

ALDO BELTRANO, P.A.

BY: _____

Aldo Beltrano, Esq.

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