

N15000004336

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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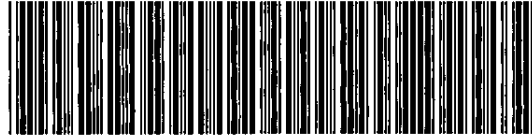
(Business Entity Name)

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TALLAHASSEE, FLORIDA

*Amend.*

AUG 08 2016

D CUSHING

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Clean PACE Inc.

**DOCUMENT NUMBER:** N15000004336

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jay Neal

\_\_\_\_\_  
(Name of Contact Person)

Clean PACE, Inc.

\_\_\_\_\_  
(Firm/ Company)

2900 E Oakland Park Blvd, Suite 301

\_\_\_\_\_  
(Address)

Fort Lauderdale, FL 33306

\_\_\_\_\_  
(City/ State and Zip Code)

jneal@cleanpace.org

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jay Neal

(954)

366-2922

at

\_\_\_\_\_  
(Name of Contact Person)

\_\_\_\_\_  
(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|--|--|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 29, 2016

JAY NEAL  
CLEAN PACE, INC.  
2900 E OAKLAND PARK BLVD., SUITE 301  
FORT LAUDERDALE, FL 33306

SUBJECT: CLEAN PACE INC.  
Ref. Number: N15000004336

We have received your document for CLEAN PACE INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must file our application or file your articles of amendment. You cannot file both.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing  
Senior Section Administrator

Letter Number: 116A00015992

Articles of Amendment  
to  
Articles of Incorporation  
of

Clean PACE, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N1500004336

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

N/A

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

2900 E Oakland Park Blvd.

Suite 301

Fort Lauderdale, FL 33306

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

2900 E Oakland Park Blvd.

Suite 301

Fort Lauderdale, FL 33306

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

N/A

2900 E Oakland Park Blvd.

(Florida street address)

New Registered Office Address:

Fort Lauderdale

(City)

, Florida 33306

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

N/A

Signature of New Registered Agent, if changing

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TALLAHASSEE, FLORIDA

(Attach additional sheets, if necessary)

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

Example:

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	D	Glynn Lee Moran	515 E Las Olas Blvd Suite 120 Fort Lauderdale, FL 33301
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	D	Marilyn Deen	2900 E Oakland Park Blvd Suite 301 Fort Lauderdale, FL 33306
3) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	P	Jay Neal	2900 E Oakland Park Blvd Suite 301 Fort Lauderdale, FL 33306
4) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	TS	Paul Handerhan	2900 E Oakland Park Blvd Suite 301 Fort Lauderdale, FL 33306
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

Please see attached Exhibit A

Amendments to: Article I: 1.01 NAME. Additional sentence: "The business of the corporation may be conducted as Clean PACE."

Article II: 2.01 DURATION (new article and sub-section replace PRINCIPAL OFFICE). See text attached

Article III. 3.01 PURPOSE (amended as follows): Clean PACE, Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The purpose of Clean PACE is to facilitate independent evaluations and certifications of PACE programs. PACE (Property Assessed Clean Energy) is a financing program that assists property owners in making qualified improvements to residential and commercial properties in the areas of renewable and/or sustainable energy, and wind and/or water mitigation. Wind/water mitigation refers to structural improvements that make a property more resistant to hurricanes and other storms, flooding, and sea level rise. Clean PACE ensures that PACE programs meet statutory and core requirements in six areas: consumer protections and disclosures, contractor controls, governance, underwriting, marketing and advertising, and financing. Clean PACE is designed to both assist PACE programs in offering a "clean" PACE program and also provides assurances to consumers and policy makers that a Clean PACE audit has verified that the PACE program meets the required standards.

(New sub-section) 3.02 Clean PACE, Inc. is designated as a public benefit corporation.

Article IV: NON-PROFIT NATURE (new article replaces MANNER OF ELECTION). See text attached for new sub-sections: 4.01 Non-profit Nature; 4.02 Personal Liability; 4.03 Dissolution; 4.04 Prohibited Distributions; 4.05 Restricted Activities; 4.06 Prohibited Activities

Article V: BOARD OF DIRECTORS (new article and sub-sections replace INITIAL OFFICERS AND/OR DIRECTORS).

See text attached for sub-sections: 5.01 Governance; 5.02 Initial Directors

Article VI: 6.01 MEMBERSHIP (new article and subsection replace REGISTERED AGENT). See text attached.

CONTINUED ON ADDITIONAL SHEET, PAGE 5

July 8, 2016

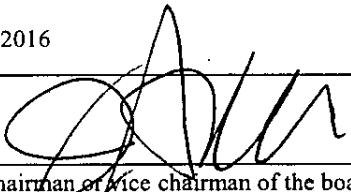
The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Adoption of Amendment(s) (CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated July 15, 2016  
Signature   
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jay Neal  
\_\_\_\_\_  
(Typed or printed name of person signing)

President  
\_\_\_\_\_  
(Title of person signing)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CONTINUED FROM PAGE 3

**E. If amending or adding additional Articles, enter change(s) here:** (attach additional sheets, if necessary). (Be specific)

Article VII: 7.01 AMENDMENTS (new article and sub-section replace INCORPORATOR). See text attached.

Article VIII: 8.01 ADDRESSES OF THE CORPORATION (new article and sub-section). See text attached.

Article IX: 9.01 APPOINTMENT OF REGISTERED AGENT (previously Article VI. Name remains the same; address has been changed). See text attached.

Article X: INCORPORATOR (previously Article VII. Name and address remain the same'). See text attached.



Exhibit A



## **Clean PACE, Inc.**

A Florida Non-profit Public Benefit Corporation

### **ARTICLE I NAME**

#### **1.01 Name**

The name of this corporation shall be Clean PACE, Inc. The business of the corporation may be conducted as Clean PACE.

### **ARTICLE II DURATION**

#### **2.01 Duration**

The period of duration of the corporation is perpetual.

### **ARTICLE III PURPOSE**

#### **3.01 Purpose**

Clean PACE, Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The purpose of Clean PACE is to facilitate independent evaluations and certifications of PACE programs. PACE (Property Assessed Clean Energy) is a financing program that assists property owners in making qualified improvements to residential and commercial properties in the areas of renewable and/or

sustainable energy, and wind and/or water mitigation. Wind/water mitigation refers to structural improvements that make a property more resistant to hurricanes and other storms, flooding, and sea level rise. Clean PACE ensure that PACE programs meet statutory and core requirements in six areas: consumer protections and disclosures, contractor controls, governance, underwriting, marketing and advertising, and financing. Clean PACE is designed to both assist PACE programs in offering a "clean" PACE program and also provide assurances to consumers and policy makers that a Clean PACE audit has verified that the PACE program meets the required standards.

### **3.02 Public Benefit**

Clean PACE, Inc. is designated as a public benefit corporation.

## **ARTICLE IV** **NON-PROFIT NATURE**

### **4.01 Non-profit Nature**

Clean PACE, Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Clean PACE, Inc. 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, 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 corresponding section of any future federal tax code.

Clean PACE, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of Clean PACE, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of the Clean PACE, Inc. any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Clean PACE, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Clean PACE, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Clean PACE, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

#### **4.04 Prohibited Distributions**

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

#### **4.05 Restricted Activities**

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

#### **4.06 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the

corresponding section of any future federal tax code, or (II) by a corporation, 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.

## **ARTICLE V** **BOARD OF DIRECTORS**

### **5.01 Governance**

Clean PACE, Inc. shall be governed by its board of directors.

### **5.02 Initial Directors**

The initial directors of the corporation shall be as follows:

Jay Neal, President

Paul Handerhan, Secretary/Treasurer

Marilyn Deen, Director

## **ARTICLE VI** **MEMBERSHIP**

### **6.01 Membership**

Clean PACE, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

## **ARTICLE VII** **AMENDMENTS**

### **7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

## **ARTICLE VIII** **ADDRESSES OF THE CORPORATION**

### **8.01 Corporate Address**

The address of the corporation is:

2900 East Oakland Park Blvd  
3<sup>rd</sup> Floor  
Fort Lauderdale, FL 33306

The mailing address of the corporation is:

2900 East Oakland Park Blvd  
3<sup>rd</sup> Floor  
Fort Lauderdale, FL 33306

**ARTICLE IX**  
**APPOINTMENT OF REGISTERED AGENT**

**9.01 Registered Agent**

The registered agent of the corporation shall be:

Jay Neal  
2900 East Oakland Park Blvd, 3<sup>rd</sup> floor  
Fort Lauderdale, FL 33306


**ARTICLE X**  
**INCORPORATOR**

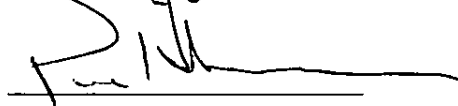
The incorporators of the corporation are as follow:

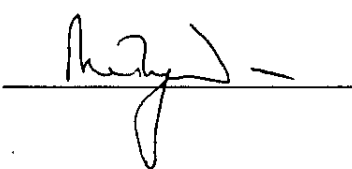
Glynn Lee Moran  
515 E Las Olas Blvd Ste 120  
Fort Lauderdale, FL 33301

**CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Clean PACE, Inc. were approved by the board of directors on July 8, 2016 and constitute a complete copy of Articles of Incorporation of the Clean PACE, Inc.

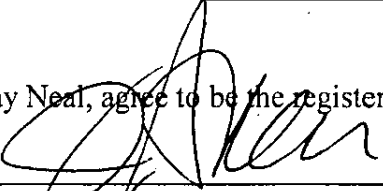
Jay Neal, President: 

Paul Handerhan, Secretary/Treasurer: 

Marilyn Deen, Director: 

**ACKNOWLEDGMENT OF CONSENT  
TO APPOINTMENT AS REGISTERED AGENT**

I, Jay Neal, agree to be the registered agent for Clean PACE, Inc. as appointed herein.

  
Jay Neal, Registered Agent

Date: 9 July 2016