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16 APR 15 AM 11:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION  
OF  
A FLORIDA NONPROFIT CORPORATION

ARTICLE I – CORPORATE NAME

**Zero Energy Foundation, Inc.**

ARTICLE II – CORPORATE NATURE

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for profit Florida Law set in Part I of Chapter 617 of the Florida Statutes. To coalesce community leaders, entrepreneurs, and educational institutional and civic organizations around the globe to develop, design manufacture, install, and implement renewable and sustainable solutions in underserved communities.

ARTICLE III – GENERAL AND SPECIFIC PURPOSE

Section One: **Zero Energy Foundation, Inc**

Is organized and shall be operated exclusively for charitable, religious, Educational and scientific purpose, including, for such purpose, 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.

Section Two: **Zero Energy Foundation, Inc**

.Is a not-for-profit corporation organized under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under the Articles of Incorporation and Bylaws, under law and under 26 U.S.C.A. § 501(c)(3) of the Internal Revenue Code. No private individual shall have any vested right, interest or privilege in or to the assets, income, or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of private individual, except to the extent permissible under the Articles of Incorporation, Bylaws, under law and under 26 U.S.C.A. § 501(c) (3) of the Internal Revenue Code.

## **ARTICLE IV - COMENCEMENT AND DURATION**

The corporation is to commence its corporate existence on the date of subscription and acknowledgement of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

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

All corporate powers shall be exercised by and under the authority of, and business and affairs of the corporation shall be managed under the direction of board of directors. The corporation shall have Seven (4) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation. The names and street addresses of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of members, have qualified, shall be:

<b>Chairman:</b>	<b>Robert R Bennett 1074 Windchime Way Pensacola, FL 32503</b>
<b>Vice Chair:</b>	<b>Sheryl N. Bennett 1074 Windchime Way Pensacola, FL 32503</b>
<b>Director:</b>	<b>Julie Bennett Flat 5, 7 Winchester Square London, UK SE2 PBN UK</b>
<b>Director:</b>	<b>Honor M. Bell Sr. 321 N Devilleriers St Pensacola, FL 32501</b>

## **ARTICLE VI - PRINCIPAL OFFICE**

The principal street address and mailing address is as follows:

**1074 Windchime Way  
Pensacola, FL 32503**

## ARTICLE VII – INITIAL REGISTERED AGENT AND STREET ADDRESS

Robert R Bennett  
1074 Windchime Way  
Pensacola, FL 32503

## ARTICLE VIII– BY LAWS

The power to adopt, alter or repeal bylaws shall be vested in the board of directors, members, and officers of the **Zero Energy Foundation, Inc.** With majority of Votes.

## ARTICLE IX – DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purpose, and no part of the net income or assets of this corporation shall even inure to the benefit of any director, officer or member thereof, or the benefit of any private individual.

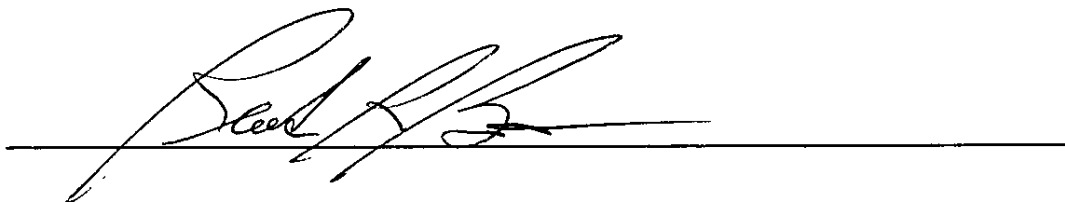
## ARTICLE X – DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment of provision for payment of all debts and liability of the corporation, shall be distributed to a non-profit fund, foundation or corporation which is organization is organized and operated exclusively for charitable purpose and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax Laws.

## ARTICLE XI - The Incorporator

The undersign being the incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed the Article of Incorporation, this 15day of June 2016. Pensacola FL 32506.

Robert R. Bennett 1074 Windchime Way Pensacola, FL 32503

A handwritten signature in black ink, appearing to read 'Robert R. Bennett', is written over a horizontal line.

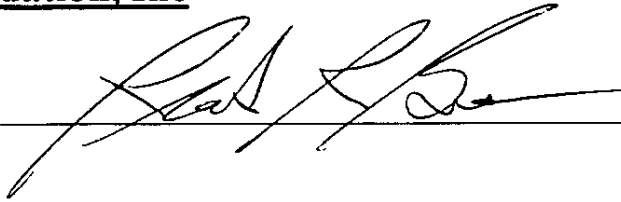
## ARTICLE XI ACCEPTANCE OF RESIDENT AGENT

I Robert R Bennett

do hereby certify that I am a resident of the state of Florida, and that I am familiar with and accept the duties and responsibilities as a registered agent for Zero Energy

Foundation, Inc

Signed

A handwritten signature in black ink, appearing to read 'Robert R Bennett', is written over a horizontal line.

Date 04/15/2016

The date of each amendment(s) adoption: 4/14/16, if other than the date this document was signed.

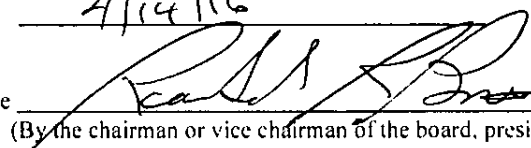
Effective date if applicable: 4/14/16  
(no more than 90 days after amendment file date)

**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 4/14/16

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)

ROBERT R. BENNETT  
(Typed or printed name of person signing)

CHAIRMAN  
(Title of person signing)