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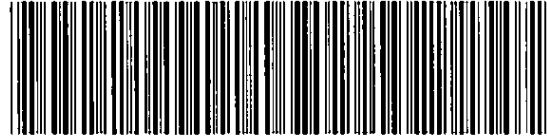
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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## COVER LETTER

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

**SUBJECT:** Solar Powers America, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☒ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Ronald G. Meyer  
\_\_\_\_\_  
Name (Printed or typed)  
  
Post Office Box 1547  
\_\_\_\_\_  
Address  
  
Tallahassee, Florida 32302  
\_\_\_\_\_  
City, State & Zip  
  
(850) 878-5212  
\_\_\_\_\_  
Daytime Telephone number  
  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

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

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**ARTICLES OF INCORPORATION**  
**OF**  
**SOLAR POWERS AMERICA, INC.**

The undersigned, acting as the incorporator of this corporation not-for-profit pursuant to Florida law, adopts the following articles of incorporation and states as follows:

**ARTICLE I**  
**Name and Principal Place of Business**

The name of the corporation is "Solar Powers America, Inc." The initial principal place of business is: 103 Beechridge Way, Greenville, South Carolina 29607.

**ARTICLE II**  
**Duration**

The period of the duration of this corporation shall be perpetual unless dissolved in accordance with law. Corporate existence shall commence upon filing these Articles.

**ARTICLE III**  
**Purposes**

The purposes for which this corporation is created and maintained shall be exclusively for the promotion of social welfare and no activities which are not permitted by an organization exempt from taxation pursuant to Section 501(c)(4) of the Internal Revenue Code, as amended, shall be permitted. The corporation shall have the following specific powers:

- (1) To educate rural communities about the economic benefits of a growing solar energy economy.
- (2) To conduct fundraising activities for the production of revenues adequate to carry out the purposes of the corporation;
- (3) To employ or contract with staff, consultants, attorneys and accountants to ensure that all regulatory provisions are abided and the corporation's goals are achieved;

- (4) To disseminate to the public, civic and governmental organizations and other non-profit and business entities information relating to the purposes of the corporation and such other subjects as may from time to time arise and to serve as a core organization to coordinate advocacy on such issues;
- (5) To exercise any other powers permitted by law for a corporation not-for-profit;
- (6) To conduct such other related activities permitted to be conducted by an organization exempt from taxation pursuant to Section 501(c)(4) of the Internal Revenue Code, as amended.

#### **ARTICLE IV** **Restrictions**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons; provided, however, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered by directors, officers, members and other private citizens and to make payments and distributions in furtherance of the purposes set forth in Article III, hereof and to pay or reimburse the reasonable expenses of fundraising or incurred in carrying out the objectives of the corporation.

#### **ARTICLE V** **Members**

The incorporator shall be the initial member of the corporation. Other classifications of membership may be established by the Board of Directors as provided in the by-laws of the corporation and may consist of separate categories of membership, each with different rights and responsibilities. Initial members shall be subject to the approval of the incorporator.

**ARTICLE VI**  
**Resident Office and Agent**

The street address and city of the registered office of the corporation is:

131 North Gadsden Street  
Tallahassee, Florida 32301

The name of the initial registered agent at such address is Ronald G. Meyer, Esquire.

**ARTICLE VII**  
**Board of Directors**

The number of persons constituting the Board of Directors of the corporation shall be established in the by-laws but shall be no fewer than three. The by-laws shall provide the process for the selection of Directors; provided, however, the incorporator shall appoint the initial members of the Board of Directors who shall serve as provided in the by-laws. There shall be no limit on the number of terms a Board member may serve unless provided otherwise in the by-laws. The term of office of Board members shall be stated in the by-laws. The Board of Directors may authorize reimbursement of expenses incurred by Board members in conjunction with the corporation's business or other approved activities directly related to the corporation's purposes and Board members may be paid a stipend for their service as Directors.

Nothing herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

**ARTICLE VIII**  
**Officers**

The corporation shall have such Officers as may be provided for in the by-laws. The manner of selection of Officers shall also be provided for in the by-laws; provided, however, any initial officers shall be appointed by the incorporator. An individual may hold more than one office in the corporation. Duties of Officers shall be described in the by-laws.

**ARTICLE IX**  
**Indemnification of Officers and Directors**

Officers and Directors shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, (including any incurred in appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office as provided in the by-laws. The corporation may purchase and maintain insurance on behalf of all Officers and Directors against any such liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

**ARTICLE X**  
**Non-Stock Basis**

This corporation is organized on a non-stock basis.

**ARTICLE XI**  
**Dissolution**

In the event of dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future United States Internal Revenue law or to the federal, state or local government to be used for exclusively public purposes.

**ARTICLE XII**  
**Amendments**

These Articles of Incorporation may be amended by majority vote of the Board of Directors at a meeting called for such purpose.

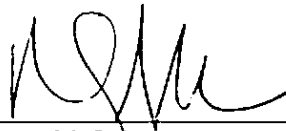
**ARTICLE XIII**

**Incorporator**

The name and address of the incorporator of this Corporation are as follows:

Ronald G. Meyer  
131 North Gadsden Street  
Tallahassee, Florida 32301

**IN WITNESS WHEREOF**, the undersigned incorporator, pursuant to the laws of the State of Florida does hereby make and file these Articles of Incorporation and further certifies that the facts stated herein are true and correct.



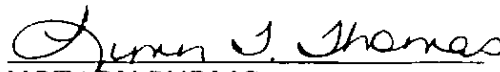
Ronald G. Meyer  
Incorporator

**VERIFICATION**

STATE OF FLORIDA       )  
COUNTY OF LEON       )

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of August, 2017, by Ronald G. Meyer who is ☒ personally known to me or ☐ has produced satisfactory evidence of identification. (Type of Identification Produced: \_\_\_\_\_).

**WITNESS** my hand and on this 2<sup>nd</sup> day of August, 2017.

  
NOTARY PUBLIC


Notary Public: Lynn T. Thomas  
Printed Name

My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT**

Ronald G. Meyer, Esquire, having been named as registered agent to accept service of process for the above stated corporation at 131 North Gadsden Street, Tallahassee, Florida 32301, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Ronald G. Meyer, Esquire