

09/17/2019
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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
ENVIRONMENTAL RESEARCH & EDUCATION FOUNDATION, INC.

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Fax Audit # (((H19000278332 3)))

**ARTICLES OF INCORPORATION
OF
ENVIRONMENTAL RESEARCH & EDUCATION FOUNDATION, INC.**

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS

The name of this Corporation shall be **ENVIRONMENTAL RESEARCH & EDUCATION FOUNDATION, INC.** ("Corporation"). The address of the Corporation's principal place of business, and its mailing address, is 4462 Florida National Drive, Suite 1, Lakeland, Florida 33813.

ARTICLE II

OBJECTIVES AND PURPOSES

The Corporation is organized on a not for profit basis as a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), in order to bring together urban landscape professionals, golf course superintendents, lawn care service providers, sod producers, nursery growers, sports turf managers, club managers, commercial and residential property managers, and municipal and parks groundskeepers to protect Florida environment and natural resources through the funding of environmental research and the dissemination of sound scientific findings on the environmental and human health benefits of healthy, properly maintained green spaces and urban landscapes.

ARTICLE III

TERM OF EXISTENCE

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its Directors as provided in the Bylaws of this Corporation.

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ARTICLE IV**BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation. Directors shall be elected in the manner set forth in the Bylaws. The Board of Directors shall consist of not less than seven (7) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws of this Corporation. The initial Directors shall be as follows:

Adam Jones

315 Groveland Street
Orlando, FL 32804

Dr. Eric Brown

315 Groveland Street
Orlando, FL 32804

Ben Bolusky

1533 Park Center Drive
Orlando, FL 32835

Betsy McGill

P.O. Box 217
LaBelle, FL 33975

Andy Jorgensen

8445 SW 80th Street
Ocala, FL 34481

David Dore-Smith

23101 Copperleaf Blvd., Bonita Springs, FL
34135

Jason Frank

5105 New Tampa Highway
Lakeland, FL 33815**ARTICLE V****AMENDMENT OF THE ARTICLES OF INCORPORATION**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, upon the affirmative vote of two-thirds of the Board of Directors. Any amendments of the Articles of Incorporation, upon the approval by the Secretary of State of

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Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.

Notwithstanding the foregoing, the Directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles VI and VII of these Articles of Incorporation.

ARTICLE VI

RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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 provisions of this document, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(6), of the Internal Revenue Code, or corresponding section of any future federal tax code and regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

ARTICLE VII

DISSOLUTION

The Board of Directors shall have the exclusive authority to dissolve the Corporation. In the event the Corporation is dissolved by either voluntary or involuntary means, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(6) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court in Polk County, Florida, exclusively for such purposes or to such organization or organizations, as the Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERS

The Corporation shall not have members.

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ARTICLE IX

INITIAL REGISTERED OFFICE AGENT

The street address of the initial registered office of the Corporation is 802 11th Street West, Bradenton, Florida 34205, and the name of the initial registered agent of the Corporation is Blalock Walters, P.A.

ARTICLE X

INCORPORATOR

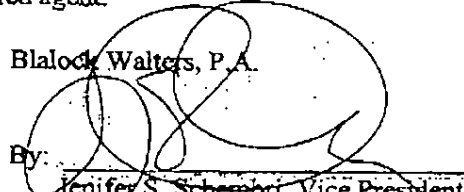
The name and street address of incorporator of the Corporation are as follows: Mac Carraway, 4462 Florida National Drive, Suite 1, Lakeland, Florida 33813.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation for the purposes set forth therein, all as of the 17 day of September, 2019.


Mac Carraway, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Blalock Walters, P.A.

By: 
Jennifer S. Schemont, Vice President

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