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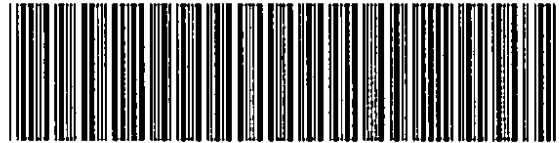
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restated  
articles

03/16/22--01007--018 \*\*52.50

2022 MAY 19 AM 7:58

FILED

A. RAMSEY

MAY 20 2022

\*00789, 01048, 00671



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 31, 2022

MICHAEL FERRARI  
C/O KEYS TAX AND ACCOUNTING SERVICE  
99411 OVERSEAS HIGHWAY #4  
KEY LARGO, FL 33037 US

SUBJECT: CONSORTIUM FOR WASTE TO SYNGAS CIRCULARITY, INC  
Ref. Number: N21000005000

We have received your document for CONSORTIUM FOR WASTE TO SYNGAS CIRCULARITY, INC and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6823.

Annette Ramsey  
OPS

Letter Number: 522A00007492

March 2 2022

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

SUBJECT:        RESTATED ARTICLES OF INCORPORATION FOR  
                     CONSORTIUM FOR WASTE TO SYNGAS CIRCULARITY INC

Enclosed are an original and two (2) copies of the Restated Articles of Incorporation for the Consortium For Waste to Syngas Circularity together with a check as highlighted below:

<input type="checkbox"/> \$43.75	<input checked="" type="checkbox"/> \$52.50
Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

<input type="checkbox"/> \$35.00	<input type="checkbox"/> \$43.75
Filing Fee	Filing Fee & Certificate of Status

X   
MICHAEL FERRARI, Incorporator  
Consortium For Waste to Syngas Circularity  
c/o Keys Tax and Accounting Service, Inc  
99411 Overseas Highway #4  
Key Largo, FL 33037

Phone: (513) 675-0254  
E-mail : [contact@wastecircularity.org](mailto:contact@wastecircularity.org)

NOTE: Original and one copy of the document enclosed.

# RESTATED ARTICLES OF INCORPORATION

OF

**Consortium For Waste to Syngas Circularity, Inc.**

**A FLORIDA CORPORATION NOT FOR PROFIT**

FILED  
2022 MAY 19 AM 7:58  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF DALLAS  
STATE OF TEXAS

The undersigned, acting as the incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Restated Articles of Incorporation and forms a not-for-profit corporation (the "Corporation"), as follows:

## ARTICLE 1

### CORPORATE NAME

The name of this Corporation is: **Consortium For Waste to Syngas Circularity, Inc.**

## ARTICLE 2

### PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation is:

**Consortium For Waste to Syngas Circularity, Inc.,  
c/o Keys Accounting & Tax Service, Inc  
99411 Overseas Highway #4  
Key Largo, FL 33037**

The mailing address of this Corporation is:

**Consortium For Waste to Syngas Circularity, Inc.,  
c/o Keys Accounting & Tax Service, Inc  
99411 Overseas Highway #4  
Key Largo, FL 33037**

## ARTICLE 3

### CORPORATE PURPOSE

This is a corporation not for profit, organized pursuant to the Florida Not for Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes exclusively for charitable, religious, educational, and scientific purposes (collectively "Charitable Purposes") as will qualify it as an exempt

organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.

The Charitable Purposes upon which the corporation will focus include, without limitation, scientific research, education and outreach supporting innovative approaches to the conversion of consumer waste to clean, virgin materials useable in manufactured goods such as the conversion of packaging waste to syngas using gasification technology.

#### **ARTICLE 4**

##### **DURATION**

The term of existence of the Corporation is perpetual.

#### **ARTICLE 5**

##### **POWERS**

The Corporation will have all powers granted by law to not-for-profit corporations subject to the limitations described elsewhere in these Restated Articles of Incorporation and as may be required in order for the Corporation to maintain its nonprofit and tax-exempt status under both Florida law and the Federal Internal Revenue Code, as amended from time to time, or under any corresponding provision of any subsequent federal tax laws (the "Code").

The Corporation may do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing Charitable Purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

The Corporation may engage in any kind of activity and enter into, perform and carry out contracts of any kind necessary, in connection with or incidental or related to the accomplishment and furtherance of any one or more of the above Charitable Purposes.

The Corporation may make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.

All of the foregoing powers shall be exercised exclusively for Charitable Purposes in such a manner that the corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provision of any subsequent federal tax laws.

#### **ARTICLE 6**

##### **BOARD OF DIRECTORS**

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons and not more than seven (7)

persons. provided, however, that such numbers may be increased or decreased by an amendment to the Bylaws for such purpose duly adopted by the Board of Directors.

The initial board of three directors shall serve for an initial term beginning as of the date these Articles are first adopted, and ending on June 30 of the second year next following the year these Articles are first adopted (e.g. if Articles adopted March 1, 2021, initial term ends June 30, 2023). All Directors of this Corporation shall hold office for terms of two (2) years ending on June 30 of a calendar year and shall be re-elected or replaced effective as of the end of their terms in accordance with the direction of the Bylaws. The Board may also stagger terms or impose aggregate term limits as it sees fit in accordance with the direction of the Bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall unanimously consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the members of the Board of Directors, of the Corporation, at the time of these Articles , who shall serve until their successor(s) are duly elected and qualified, are:

Michael Ferrari, Director/President  
Consortium For Waste to Syngas Circularity, Inc.,  
c/o Keys Accounting & Tax Service, Inc  
99411 Overseas Highway #4  
Key Largo, FL 33037

Rich St. Coeur\*  
Consortium For Waste to Syngas Circularity, Inc.,  
c/o Keys Accounting & Tax Service, Inc  
99411 Overseas Highway #4  
Key Largo, FL 33037

\*Rich St. Coeur replaces Janice Loppe, who resigned from the board, as Director/Secretary.

Jason Vanderloo, Director/Treasurer  
Consortium For Waste to Syngas Circularity, Inc.,  
c/o Keys Accounting & Tax Service, Inc  
99411 Overseas Highway #4  
Key Largo, FL 33037

## **ARTICLE 7**

### **MEMBERSHIP**

This Corporation shall initially have no class of members. The Board of Directors shall have the authority by amendment to the bylaws to create one or more classes of voting or non-voting members with such rights and qualifications as said Board shall so determine. The Board of Directors shall have the sole and exclusive authority to determine who is approved for membership.

## **ARTICLE 8**

### **501(c)(3) LIMITATIONS**

**CHARITABLE PURPOSES ONLY.:** The Corporation is organized exclusively for the Charitable Purposes described above. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the Charitable Purposes of this corporation. And, notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal corporate income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

**NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the purpose of generating pecuniary gain or profit. No part of the net earnings of the corporation 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 Article Third hereof. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any individual.

**LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

**DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to one or more organizations recognized as exempt from federal corporate income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, to be used exclusively for Charitable Purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws. To the extent the assets are not distributed to tax-exempt organizations, the assets shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organization

or organizations as such court shall determine, so long as such organization or organizations are recognized as exempt from federal corporate income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.

**PRIVATE FOUNDATION STATUS:** In the event that this Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

#### **ARTICLE 9**

##### **AMENDMENT TO ARTICLES**

Amendments to these Articles may be made by resolution adopted by two-thirds vote of the members of the Board of Directors.

#### **ARTICLE 10**

##### **AMENDMENT TO BYLAWS**

The initial bylaws of this Corporation shall be made, adopted and implemented by a majority vote of the Board of Directors. Thereafter, the bylaws of this Corporation may be made, altered, rescinded, added to, amended, or new Bylaws may be adopted, by a resolution of a two-thirds vote of the members of the Board of Directors.

#### **ARTICLE 11**

##### **ADOPTION OF RESTATED ARTICLES**

These Restated Articles of Incorporation were adopted by the board of directors. on Feb 18, 2022.  
There are no members

#### **ARTICLE 12**

##### **CONSOLIDATION OF ARTICLES**

These adopted Restated Articles of Incorporation supersede the Electronic Articles of Incorporation filed for the Corporation on April 26, 2021.

#### **ARTICLE 13**

##### **REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent is:

Michael Ferrari, Registered Agent  
Consortium For Waste to Syngas Circularity, Inc.,



c/o Keys Accounting & Tax Service, Inc  
99411 Overseas Highway #4  
Key Largo, FL 33037

Having been named Registered Agent and designated to accept service of process for the above stated Corporation, at the place designated in these Restated Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: Michael L. Ferrari

Name: Michael Ferrari, Registered Agent

Date: March 12, 2022

**ARTICLE 14**  
**INCORPORATOR**

The name and residence address of the Incorporator of this Corporation is as follows:

Michael Ferrari, Incorporator  
Consortium For Waste to Syngas Circularity, Inc.  
c/o Keys Accounting & Tax Service, Inc  
99411 Overseas Highway #4  
Key Largo, FL 33037

I, the undersigned being the Incorporator of this Corporation submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Signature: Michael L. Ferrari

Name: Michael Ferrari, Incorporator

Date: March 12, 2022

[SIGNED VERSION, NEXT PAGE]

c/o Keys Accounting & Tax Service, Inc  
99411 Overseas Highway #4  
Key Largo, FL 33037

Having been named Registered Agent and designated to accept service of process for the above stated Corporation, at the place designated in these Restated Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: Michael Ferrari

Name: Michael Ferrari, Registered Agent

Date: Feb 8, 2022

**ARTICLE 14**  
**INCORPORATOR**

The name and residence address of the Incorporator of this Corporation is as follows:

Michael Ferrari, Incorporator  
Consortium For Waste to Syngas Circularity, Inc.  
c/o Keys Accounting & Tax Service, Inc  
99411 Overseas Highway #4  
Key Largo, FL 33037

I, the undersigned being the Incorporator of this Corporation submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Signature: Michael Ferrari

Name: Michael Ferrari, Incorporator

Date: Feb 8, 2022