

N24000013897

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Green Infrastructure Research Institute, Inc.

DOCUMENT NUMBER: N24000013897

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

Please return all correspondence concerning this matter to the following:

DR. JAGANNATHAN MOHAN

(Name of Contact Person)

(Firm/ Company)

2620 N AUSTRALIAN AVE STE 100-M

(Address)

WEST PALM BEACH, FLORIDA 33407

(City/ State and Zip Code)

JAGMOHAN@AOL.COM

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

For further information concerning this matter, please call:

DR. JAGANNATHAN MOHAN

727

504-5356

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

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

THE GREEN INFRASTRUCTURE RESEARCH INSTITUTE, INC.

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

N24000013897

(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:

GREEN INFRASTRUCTURE RESEARCH INSTITUTE, INC.

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)

NA

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

NA

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:

DR. JAGANNATHAN MOHAN

2620 N AUSTRALIAN AVENUE SUITE 100-M

(Florida street address)

New Registered Office Address:

WEST PALM BEACH

(City)

Florida 33407

(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.

X



Signature of New Registered Agent, if changing

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CLERK OF DISTRICT COURT
WEST PALM BEACH, FLORIDA

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.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

Type of Action (Check One)	Title	Name	Address
1) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	D	DR. PARAG DIWAN	2620 N AUSTRALIAN AVENUE SUITE 100-M WEST PALM BEACH, FL 33407
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
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			

(attach additional sheets, if necessary). (Be specific)

The date of each amendment(s) adoption: 12/04/2024, if other than the date this document was signed.

Effective date if applicable: 12/04/2024
(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.

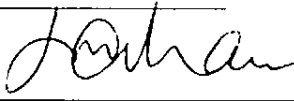
Adoption of Amendment(s) (CHECK ONE)

- ☐ 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 12/04/2024

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)

DR. JAGANNATHAN MOHAN

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

Green Infrastructure Research Institute, Inc.
N24000013897
Attachment A
EIN: 33-2233978

ARTICLE III

Purpose

Section 1 – This corporation is organized exclusively for charitable, religious, literary, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. The Corporation may receive and administer funds for charitable, religious, literary, educational, or scientific purposes, with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 to aid anyone that needs assistance in achieving a life of sustainability.

Section 2 – To the extent consistent with the above general purposes, the specific purposes of the organization will consist of but not limited to:

To conduct comprehensive research integrated with educational programs and literary works that focus on developing the essential skills needed to modernize infrastructure in the transportation, construction, energy, and healthcare sectors.

Section 3 – To receive property by gift, devise, or bequest subject to the laws relating to the transfer of property by gift or will.

Section 4 – To act as Trustee under any trust incidental to the principal objects of the corporation and to receive, hold, administer, and expend funds and property subject to such trust.

Section 5 - To take, purchase or otherwise acquire; to own, hold, occupy, use; manage, improve, develop and work; to grant, sell, exchange, let, demise and situated, erect, dispose of real estate, buildings, and improvements and every right, interest, and estate therein without limit as to the amount thereof and whosoever's the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement, and obligation by or with any person, firm, corporation, or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated;

Green Infrastructure Research Institute, Inc.

N24000013897

Attachment A

EIN: 33-2233978

Section 6 – To enter, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association, or corporation; to draw, make, accept, endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferrable interests.

Section 7 – To purchase or otherwise acquire, to own, hold, use, to sell, assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to the amount thereof, and affairs and attainment of the exempt purposes of the corporation and to have and exercise all the powers now or hereafter conferred by the laws of the State;

Green Infrastructure Research Institute, Inc.
N24000013897
Attachment B
EIN: 33-2233978

ARTICLE IV

Manner of Election

Section 1 – The organization's business shall be managed by a Board of Directors consisting of no fewer than three (3) and no more than nine (9) members, together with the officers of this organization. At least one of the Directors elected shall be a State of Florida resident and a United States citizen.

Section 2—The Directors to be chosen for the ensuing year shall be selected at the annual meeting of this organization in the same manner and style as the officers of this organization. They shall serve for a minimum term of 3 years. Completing a 3-year term does not prevent an officer or director from serving on the board for another term; terms are renewable.

Section 3—The Board of Directors and the CEO shall control and manage this organization's business affairs.

Section 4 – At any meeting of the Board of Directors, a quorum shall consist of (1) more than (50%) of the total members of appointed Directors.

Section 5 – Each Director shall have one vote, and such voting may be done by proxy over the phone, fax, text, or email; each director may also submit their vote by absentee ballot.

Section 6—The Board of Directors may make such rules and regulations covering its meetings as it may, at its discretion, determine necessary.

Section 7 – Vacancies in the Board of Directors shall be filled by a vote of many of the remaining members of the Board of Directors for the balance of the term unless indicated otherwise at the time of voting.

Section 8 - A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. The Board of Directors shall adopt such rules for this hearing and, at its discretion, consider what is necessary for the organization's best interests.

Green Infrastructure Research Institute, Inc.
N24000013897
Attachment B
EIN: 33-2233978

Section 9 – The President/CEO/Founder shall oversee and maintain the primary business of the organization and shall:

- a. Supervise and control the corporation's affairs and the officers' activities. The duties shall perform all duties and matters to the office and other duties that may be required by law and the articles of incorporation. The position shall attend all meetings of the Board of Directors and be a voting member.
- b. The position of President/CEO/Founder is unique and carries a lifetime term at the discretion of the CEO/Founder.
- c. c. If the President/CEO/Founder is no longer in office due to resignation, illness, or death, the subsequent CEO will not be subject to a lifetime term or seat on the Board of Directors as a voting member.
- d. If the President/CEO/Founder becomes ill or otherwise unable to perform the duties of the office due to becoming incapacitated or death, the board of directors will be responsible for selecting an interim CEO until the position is filled.
- e. Under such circumstances, the board of directors will be responsible for hiring a new CEO.

Green Infrastructure Research Institute, Inc.
N24000013897
Attachment C
EIN: 33-2233978

Article IX **Non-profit Nature**

Section 1 - Non-profit Nature

Green Infrastructure Research Institute, 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 **Green Infrastructure Research Institute, 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 outlined 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.

Green Infrastructure Research Institute, Inc. is not organized and shall not be operated for the private gain of any person. The corporation's property is irrevocably dedicated to its educational and charitable purposes. No part of the corporation's assets, receipts, or net earnings 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.

Section 2 - Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of **Green Infrastructure Research Institute, 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.

Green Infrastructure Research Institute, Inc.
N24000013897
Attachment C
EIN: 33-2233978

Section 3 - Dissolution

Upon termination or dissolution of **Green Infrastructure Research Institute, 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 **Green Infrastructure Research Institute, Inc.** hereunder shall be selected by the discretion of a majority of the managing body of **Green Infrastructure Research Institute, Inc.** If its members cannot agree. The recipient organization shall be selected under a verified petition in equity filed in a court of proper jurisdiction against **Green Infrastructure Research Institute, 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.

Suppose the court finds that this section is applicable but that there is no qualifying organization known to it that has a charitable purpose, which generally includes a purpose like this corporation. In that case, 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.

Section 4 - 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.

Green Infrastructure Research Institute, Inc.
N24000013897
Attachment C
EIN: 33-2233978

Article X **Membership**

Green Infrastructure Research Institute, Inc. shall have no members. The management of the corporation's affairs shall be vested in a board of directors as defined in the corporation's by-laws.