

N9500003617

LEGAL SERVICES OF BREVARD  
1701 S. HARBOR CITY BLVD.  
MELBOURNE, FLORIDA 32901  
FAX (407) 984-9070

(407) 768-1754  
(407) 768-1271

(407) 722-9119  
(407) 722-3313

7/12/95  
Department of State  
Division of Corporations  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, Florida 32301

July 12, 1995

500001539505  
-07/18/95--01031--003  
\*\*\*\*127.50 \*\*\*\*127.50

Re: Resource For The Environment, Inc.

Dear Sir/Madam,

Enclosed are an original and one (1) copy of the Articles of Incorporation of the above named Corporation. In addition please find a check in the amount of \$127.50.

Please file the original and return a certified copy to the undersigned at the address stated above.

Sincerely,

Marc Mazzouccolo  
Legal Document Typist

enclosures

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WE ARE A DOCUMENT TYPING SERVICE  
WE DO NOT GIVE LEGAL ADVISE



FLORIDA DEPARTMENT OF STATE

July 20, 1995

Sandra B. Mortham  
Secretary of State

MARC MAZZOUCCOLO  
1701 SO. HARBOR CITY BLVD.  
MELBOURNE, FL 32901

We have received your document for RESOURCE FOR THE ENVIRONMENT, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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 (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number:: 995A00034680

ARTICLES OF INCORPORATION  
FOR  
RESOURCE FOR THE ENVIRONMENT, INC.

EFFECTIVE DATE:  
7/12/95

THE UNDERSIGNED, acting as incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation.

ARTICLE ONE: The name of the corporation shall be: RESOURCE FOR THE ENVIRONMENT, INC.

ARTICLE TWO: Principal place of business and mailing address:  
3010 S. Babcock Street, Melbourne, Florida 32901.

ARTICLE THREE: PURPOSE: The purpose of the corporation is to engage in spiritual ministries, establish missions and other outreach activities, and to promote, encourage and/or organize or manage social programs such as food kitchens, homeless facilities to promote the Public Interest for improvement in the health, safety, welfare and social good of the disadvantaged in any way deemed advantageous to this purpose; and

In order to fulfill said purpose, it may contract without any infringement of any kind, under the Common Law and pursuant laws of the State of Florida, laws of the United States and the Florida and U.S. Constitution. Operating under this natural right, this corporation may utilize the available resources of any person(s), company(ies), corporation(s), organization(s), society(ies), foundation(s), fraternal organization(s), lodge(s), non-profit corporation(s), or governmental agencies to accomplish said purpose.

FURTHER, IT SHALL BE THE PURPOSE to teach, educate, disseminate and to publish information, facts, opinions, ideas, research data and to promote the common good as may be individually determined by any person(s) being the recipient of this purpose.

IN ADDITION, the corporation may receive and administer funds for scientific, religious, educational, and charitable purposes within the meaning of Section 509(a)(4) of the Internal Revenue Code of 1954, as amended; inasmuch as it may not be in conflict with the U.S. Constitution and related case law, and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to the amount of value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the

directors will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws not to conflict with Common Law and/or Florida and U.S. Constitutional law and jurisprudence thereof. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for pecuniary profit or financial gain of its directors or officers except as permitted under the prudent-man rule and fair administration.

**SUBSEQUENTLY**, in agreement with the above, no part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer or director of the Corporation; or, to any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer or director of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation beyond that of the relative individual interests expressed in the purposes of this Corporation. The Corporation shall not be active participants in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

**DISPUTES AT LAW:** Any dispute arising from the exercise of the Corporations actions while fulfilling the duties and obligations herein set forth as provided, or as may be amended, shall be resolved by mandatory arbitration under the Common Law rights. Parties to contracts of any nature with the Corporation shall conform to agreed arbitration or submit to breach of contract as defined by the By-Laws. Arbitration shall be in conformity to the rules established by the American Arbitration Association; or as it may be mutually agreed by the parties. Arbitration decisions shall have all the force of law and may be so recorded in the Clerk of Court, Recorder of Deeds as a legal document thereto.

All contracts, agreements, or promises pursuant to any of the purposes aforestated shall conform to this paragraph and shall agree to judgment by confession, following 30 day Notice thereto.

**ARTICLE IV: MANNER OF ELECTION OF DIRECTORS:**

The initial directors shall be the incorporator(s), with the remainder of director(s) appointed initially at the original shareholders meeting pursuant to Florida Statute 617.0205 and further enunciated in the Non-Profit Bylaws adopted at the same meeting. The initial director(s) are:

<u>Name</u>	<u>Address</u>
William H. Batchelor	2825 Garden Street, Suite 712, Titusville, Florida 32796
Isabel A. Batchelor	2825 Garden Street, Suite 712, Titusville, Florida 32796
Paul R. Betournay	1100 John Rodes Blvd., #309, Melbourne, Florida 32934

**NUMBER OF DIRECTORS:**

In accordance with the Corporation's wishes, the number of directors shall be no less than THREE (3), and the ability to expand this number shall be reserved for the Board of Directors.

**ARTICLE V: LIMITATION OF CORPORATE POWERS:**

CORPORATE POWERS enumerated in the Corporation's By-Laws do enumerate most all possible powers recognized by the State of Florida as lawful activities. The corporation does not seek to limit in any manner to minimize these corporate powers; but to extend same to any person(s), company or corporation, agent or assigns as from time to time may be appropriate.

**ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS:**

The initial registered agent is: Paul R. Betournay and the Registered Agents address is: 3010 S. Babcock Street, Melbourne, Florida 32901.

**ARTICLE VII: INCORPORATORS:**

The name(s) and street address(es) of the incorporator(s) for these Articles of Incorporation are:

William H. Batchelor	2825 Garden Street, Suite 712, Titusville, Florida 32796
Isabel A. Batchelor	2825 Garden Street, Suite 712, Titusville, Florida 32796
Paul R. Betournay	1100 John Rodes Blvd., #309, Melbourne, Florida 32934

The undersigned incorporator(s) have executed these Articles of Incorporation this 20<sup>th</sup> day of July, 1995.

William H. Batchelor  
William H. Batchelor

Isabel A. Batchelor  
Isabel A. Batchelor

Paul R. Betournay  
Paul R. Betournay

**RELATIVE INTEREST OF MEMBERS:**

All memberships of any class or type are subject to the By-Laws. No member shall be entitled to any interest or property of the Corporation. Voting rights, other than "advisory" for members are prohibited.

**MEMBERSHIP TERMINATION, RIGHTS**

MEMBERSHIP TERMINATION SHALL BE AT THE DISCRETION OF THE BOARD. Classes of membership, upon the conclusion of a "membership project" shall end automatically, and require no formal notice.

**TRANSFERABILITY OR NON-TRANSFERABILITY OF MEMBERSHIP**

Memberships may, upon the advise of the Board of Directors in accordance with the By-Laws, be transferred upon Notice to the member(s), in the interest of furtherance of a Corporation's purpose.

**DISSOLUTION OR FINAL LIQUIDATION**

Upon dissolution of the corporation, the proceeds and or assets, less dissolution costs shall be distributed for one or more exempt purposes within the meaning of Section 509(a)(1)(2)(3) and (4) of the Internal Revenue Code or corresponding sections of any future federal tax code, or shall be distributed to the federal government, or to a State or Local or other Government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**INITIAL MEMBERS**

There are no designated or determination of members groups at the onset of inception of this Corporation, nor any members. Such designation or determination shall be at the discretion of the Board of Directors in accordance with the By-Laws.

**QUALIFICATION AND RIGHTS AND PROVISIONS/DESIGNATING ANY CLASS OF MEMBERS**

MEMBERSHIP in this corporation is advisory only, and then by designated membership as stipulated in the By-Laws of this corporation. No member by virtue of subject membership shall have any vote whatsoever in the affairs of this corporation.

**SUBORDINATE ORGANIZATIONS**

No Subordination or affiliation, for control, ownership, or management or otherwise is not or may be implied, inferred, or construed by any contribution on loan; or, on claim of a same or similar name or organization; including but not limited to any contractual agreement between separate entities, persons, corporations, financial institutions, etc.

**BY-LAWS**

The By-Laws of this Corporation, shall be adopted initially at the post-organizational meeting, by the Directors of the Corporation, pursuant to 617.0206, Florida Statutes.

**EFFECTIVE DATE**

The effective date of this Corporation is July 12, 1995.

**ARTICLE VIII: DISTRIBUTION OF INCOME:**

The Corporation shall distribute its income for taxable year at such time and in such manner as not to become subject to the tax on undistributed income posed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any investments in such manner as to subject itself to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

**NOTWITHSTANDING** any other provision of these Articles, the Corporation shall not carry on any activities not permitted by any organization exempt under Section 509(a)(4) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist \*not thereto in conflict to the U.S. Constitution; or as amended\*

The Corporation declares itself exempt from liability which may otherwise be incurred due to contributions made by organizations which otherwise should be exempt under either Section 509(a)(4) or 170(c)(2) of the Internal Revenue Code of 1954, as amended, or contributions made to other organizations by this Corporation.

**ARTICLE IX: SHARES:**

The Corporation is formed as a "director" managed, share corporation. Shares shall be issued in two categories only. The first category represents shares as "CERTIFICATE OF MEMBERSHIP" with no voting rights whatsoever. The second category or class of shares represents those shares designated as having designated value. These shares shall be identified as CLASS A shares and CLASS B shares. Class A shares shall be representative of a vote - one share for one vote. Class B shares shall represent no voting rights, but identify certain pledges and financial commitments as non-negotiable instruments, without dividends and without any part of the "INCOME" of the Corporation being distributed to its shareholders.

Distribution of Class A and B Shares shall be at the discretion of the Board of Directors, including any other consideration authorized under Chapter 617 Florida Statutes.

IN LIEU OF SHARES by definition, CERTIFICATES OF MEMBERSHIP and any other designation shall be referred only as CORPORATE NEGOTIABLE INSTRUMENTS or CERTIFICATE OF CREDIT.

NOTWITHSTANDING the above, the Corporation shall conform to Chapter 617, as amended-provided that no Common Law rights or ex post facto laws become a hardship thereto and an undue burden upon the administration of the purposes heretofore enumerated.

CORPORATION authorizes 100 CLASS "A" SHARES and 100 CLASS "B" SHARES, to be distributed pursuant to the discretion of the Board of Directors. Shares are to have a no par value of \$0.00.

**ARTICLE X: INDEMNIFICATION:**

THE CORPORATION shall indemnify the Directors and Officers of the Corporation in conformity to the prudent-man rule, the duties and responsibilities established in the By-Laws or hereinafter amended in these Articles of Incorporation, as it conforms to Chapter 617 of the Florida Statutes.



**ARTICLE XI: DURATION:**

The Corporation shall be in existence in perpetuity.

**ARTICLE XII:**

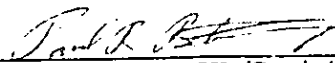
THE CORPORATION, established as a charitable, non-profit, tax-exempt corporation, does declare itself a "National Corporation", inasmuch as it shall be granted full faith and credit for any desired operation of its purposes, in all fifty (50) States of the Union, and territories thereof. Further, incorporating the fact that in any suit a law where the Corporation is a party, it's non-taxable, tax exempt status is at risk, the Corporation incorporates in Florida only for the "record documentation of its existence" being formed under Common Law Rights and the 'power of the people' clause in the U.S. Constitution. Consequently, the Corporation does declare itself under the Federal jurisdiction having passed from State jurisdiction in matters of equity or civil law, by claiming Federal jurisdiction, in any such matters.

**DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT**

RESOURCE FOR THE ENVIRONMENT, INC., a Florida Non-Profit Corporation, pursuant to provisions of Section 607.0501 or 617.0501, Florida Statutes, and its Articles of Incorporation, hereby designates PAUL R. BETOURNAY, whose address is 3010 S. Babcock Street, Melbourne, Florida 32901 as its Registered Agents and Registered Office for the service of process as required by law.

I, PAUL R. BETOURNAY, of 3010 S. Babcock Street, Melbourne, Florida 32901 having been named in the foregoing Designation of Registered Agent by RESOURCE FOR THE ENVIRONMENT, INC. a Florida corporation and being fully advised and apprised of the duties of a Resident Registered Agent for the service of process as prescribed by Florida Statute 48.091, do hereby accept said designation, and agree to accept service of process as Resident Registered Agent, to keep the office open during prescribed hours, to post my name in a conspicuous place in the office as required by law, and to otherwise comply with the obligations of a Resident Registered Agent to maintain a Registered Office as heretofore indicated.

DATED this 26th day of July, 1995.

  
PAUL R. BETOURNAY (Registered Agent)

PHILIP S. HANEY LL.M. (TAXATION)  
LIMITED OKLAHOMA AND TENNESSEE

LAW OFFICES  
PHILIP S. HANEY ASSOCIATES  
CROW CREEK OFFICE PARK  
1218 EAST 33RD STREET, SUITE 200  
TULSA, OKLAHOMA 74105-2018

TELEPHONE (918) 744-1023  
FACSIMILE (918) 744-1043

N 95000003617

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

93 SEP 26 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

Re: Resource for the Environment, Inc.  
Articles of Amendment to Articles of Incorporation

Ladies and Gentlemen:

Enclosed is an original and one copy of the Articles of Amendment to the Articles of Incorporation of Resource for the Environment, Inc., a Florida nonprofit corporation. A check made payable to the Florida Department of State is enclosed to cover the cost of filing.

Please return your certificate and a file-stamped copy of the Articles of Amendment to the undersigned. For this purpose, we are enclosing a self-addressed envelope. For any questions you may have about this filing or the contents of the Amendment, by all means call the undersigned directly at the above address. Thank you for your attention to these matters and for your continuing courtesies.

Very truly yours,

*Philip S. Haney*  
Philip S. Haney of  
PHILIP S. HANEY ASSOCIATES

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PSH/msg  
Enclosures  
pc: G. Michael Evans

*\* Philip Haney gave  
me the  
word 10-2-96*

*W*  
*N95000003617*  
*Amend*  
*9-26-96*

**CERTIFICATE OF AMENDMENT OF  
RESOURCE FOR THE ENVIRONMENT, INC.**

(A Florida Corporation Not for Profit)

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is RESOURCE FOR THE ENVIRONMENT, INC.

SECOND: The following amendments to the Articles of Incorporation were adopted by the corporation:

SEE ATTACHED AMENDED ARTICLES OF INCORPORATION.

THIRD: The amendments were adopted by the Board of Directors on the 22nd day of September, 1996. There are no members entitled to vote on the amendment.

DATED this 22nd day of September, 1996.

RESOURCE FOR THE ENVIRONMENT, INC.

By: William H. Batchelor Pres  
William H. Batchelor, President

By: Isabel A. Batchelor  
Isabel Batchelor, Secretary

96 SEP 22 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

STATE OF FLORIDA       )  
                                  )  
COUNTY OF BREVARD    )       SS

I hereby certify that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared William Batchelor, President, and Isabel Batchelor, Secretary, of Resource for the Environment, Inc. to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same as the act and deed of said corporation.

22<sup>nd</sup> Witness my hand and official seal in the County and State aforesaid this day of September, 1996.

Both parties personally  
Known to Notary. *KA*

*Kathleen B. Allison*

Notary Public

My Commission Expires: 12/19/96



**AMENDED ARTICLES OF INCORPORATION**

**OF**

**RESOURCE FOR THE ENVIRONMENT, INC.**

**(A Florida Corporation Not for Profit)**

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**ARTICLE I**

**CORPORATE NAME**

The name of the Corporation is: **RESOURCE FOR THE ENVIRONMENT, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 SEP 25 AM 10:05

APPROVED  
AND  
FILED

**ARTICLE II**

**DURATION**

The period of duration of the Corporation is perpetual, unless dissolved according to law.

**ARTICLE III**

**CORPORATE PURPOSES; POWERS**

1. The purposes for which the Corporation is organized and operated are exclusively religious, charitable, scientific, testing for public safety, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code

of 1986, or the corresponding provision of any future United States Internal Revenue law. Such purposes shall include the following:

- (a) To test for public safety.
- (b) To promote and establish public safety through all phases of testing, including the testing of consumer products to determine whether they are safe for use by the general public.
- (c) To enter into alliances and relationships with government, whether city, state, local, or national, and to participate in available programs of every kind and nature whatsoever, in order to ensure public safety through testing.
- (d) To teach, educate, disseminate and publish information, facts, opinions, ideas, research data and promote public safety through such means relative to all phases of testing and matters related to testing.
- (e) To collect, solicit and accept funds, gifts and other subscriptions; to hold in trust, use, mortgage, lease, sell or otherwise acquire or dispose of property, real or chattel.

2. As a means of accomplishing the above purposes and methods, the Corporation shall have the following powers:

- (a) To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature of description and wherever situated.
- (b) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

- (c) To borrow money, and, from time-to-time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bill of exchange, and other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.
  - (d) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property, real and personal, as it shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Internal Revenue Code of 1986 and applicable regulations thereunder, as they now exist or as they may be amended.
  - (e) The Corporation, in furtherance of its specific corporate purposes set forth above, shall have all the powers enumerated by the Nonprofit Corporation Law of the State of Florida.
3. In the conduct of the affairs of the Corporation:
- (a) The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:
    - (i) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law);  
or

- (ii) as 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).
- (b) The property of the Corporation is irrevocably dedicated to religious, charitable, scientific, testing for public safety, literary or educational purposes, and 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 to it and to make payments and distributions in furtherance of the purposes set forth in this Article.
- (c) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local laws.
- (d) The Corporation shall not:
  - (i) operate for the purpose of carrying on a trade or business for profit;
  - (ii) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or
  - (iii) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the Corporation.



- (e) The Corporation's operations are to be conducted principally in the United States of America, subject, however, to the laws of the State of Florida.

#### **ARTICLE IV**

#### **REGISTERED OFFICE**

The office of the Corporation is to be located in Brevard County, Florida, and the location and municipal address of the Corporation's registered office is:

476 Highway A1A  
Suite #8  
Satellite Beach, FL 32937

#### **ARTICLE V**

#### **REGISTERED AGENT**

The full name and municipal address of the Corporation's registered agent is:

G. Michael Evans  
476 Highway A1A  
Suite #8  
Satellite Beach, FL 32937

## **ARTICLE VI**

### **MANAGEMENT OF CORPORATE AFFAIRS**

The Corporation does not have members, and is not a membership corporation under the Florida Nonprofit Corporation Law. The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors which shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by a majority of the directors, but at no time shall there be fewer than three (3) directors of the Corporation.

## **ARTICLE VII**

### **DIRECTORS**

The manner in which the Directors of the Corporation shall be elected or appointed shall be governed by the provisions of the Bylaws of the Corporation. The directors of the Corporation shall serve terms of one year from the date of incorporation, unless they resign or are replaced by the Board in accordance with the Corporation's Bylaws. The names, municipal addresses and terms of office of the directors of the Corporation are:

<b><u>Name</u></b>	<b><u>Street Address</u></b>
William H. Batchelor	7995 Highway A1A Melbourne Beach, FL 32951
Isabel A. Batchelor	7995 Highway A1A Melbourne Beach, FL 32951
G. Michael Evans	476 Highway A1A Suite #8 Satellite Beach, FL 32937

## **ARTICLE VIII**

### **CORPORATE NATURE**

This Corporation is organized under a non-stock basis.

## **ARTICLE IX**

### **MEMBERS**

The Corporation is not a membership corporation pursuant to the Nonprofit Corporation Law of the State of Florida and there are no qualifications which must be met to be a member of the Corporation.

## **ARTICLE X**

### **AMENDMENTS**

Amendments to these Articles of Incorporation may be adopted by a majority of the Directors in the manner set forth in the Bylaws of this Corporation.

## **ARTICLE XI**

### **MISCELLANEOUS**

(a) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on:

- (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States

revenue law) or,

- (2) 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).

(b) In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the Corporation shall go and be distributed to a nonprofit corporation qualifying as an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, and as an organization qualifying as a public charity under the provisions of Section 509(a)(1), 509(a)(2), or 509(a)(4) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, as the Directors of the Corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed or contributed by such Directors, for any other such purpose. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Dated this 22nd day of September, 1996.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of Resource for the Environment, Inc.

RESOURCE FOR THE ENVIRONMENT, INC.

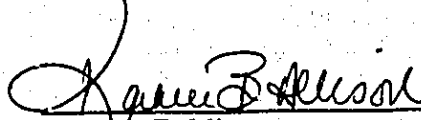
By: William H. Batchelor  
William H. Batchelor  
President and Chairman of the Board

STATE OF FLORIDA  
COUNTY OF BREVARD

I hereby certify that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared William H. Batchelor, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same as President of Resource for the Environment, Inc.

22<sup>nd</sup> Witness my hand and official seal in the County and State aforesaid this day of September, 1996.

William H. Batchelor  
personally known to  
Notary ~~KA~~

  
Notary Public  
My Commission Expires: 12/19/96.



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

RESOURCE FOR THE ENVIRONMENT, INC.

2. The name and address of the registered agent and office is:

G. Michael Evans

476 Highway A1A

Suite #8

Satellite Beach, FL 32937

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby 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, and I accept the duties and obligations set forth in Section 607.325, Florida Statutes.

  
\_\_\_\_\_  
Signature of Registered Agent

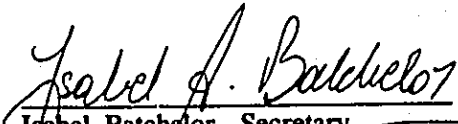
Date: September 22nd, 1996.

### CERTIFICATE OF RESOLUTION

The undersigned, Secretary of Resource for the Environment, Inc., certifies that the following is a true and correct copy of the Resolution adopted by a majority of the Board of Directors of Resource for the Environment, Inc. at a meeting duly called and held on September 22, 1996, at which a quorum was present, and that the same has not been modified, amended or rescinded. It remains in full force and effect as of the date hereof.

RESOLVED: that the President and Secretary of Resource for the Environment, Inc. be, and they hereby are, authorized to execute and deliver to the Florida Secretary of State's office Articles of Amendment to the Articles of Incorporation of Resource for the Environment, Inc. in the appropriate form as may be required and to perform all acts necessary to accomplish such amendments, including, but not limited to the change of registered agent and registered office of the corporation.

Dated this 22nd day of September, 1996.

  
Isabel Batchelor, Secretary