

N 960000006242

**TRANSMITTAL LETTER**

December 6, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32399

ESTABLISHED  
12-6-96

**ATTENTION: Beth Register**

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-12/12/96--01092--017  
\*\*\*\*131.25 \*\*\*\*131.25

**SUBJECT: SolMates Foundation, Incorporated**

Enclosed are an original and one (1) copy of the articles of incorporation, the certificate of registered agent/office and a check for \$131.25 for the:

Filing Fee, Designation of Registered Agent, Certified Copy and Certificate.

**FROM:** Carla P. O'Neill  
1115 Sugartree Lane South  
Lakeland, Florida 33813  
(941) 646-8383

FILED  
96 DEC -9 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12-6-96

**ARTICLES OF INCORPORATION**  
**OF**  
**THE SOLMATES FOUNDATION, INCORPORATED**  
**A FLORIDA NONPROFIT CORPORATION**

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

**ARTICLE I**  
**Name**

The name of the corporation shall be: The SolMates Foundation, Incorporated.

**ARTICLE II**

**Principal place of business and mailing address**

The principal place of business and mailing address for this corporation shall be:  
1115 Sugartree Lane South, Lakeland, Florida 33813.

**ARTICLE III**  
**Purposes**

The purpose for which the corporation as organized is as follows:

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are:

- 1) To provide education to the general public about the benefits of renewable energy sources to the economy, environment and mankind in general.
- 2) To encourage the acceptance and adoption of renewable energy sources by both the general public and private enterprise.
- 3) To stimulate the renewable energy market.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit, tax exempt corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

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JACKSONVILLE, FLORIDA

**ARTICLE IV**  
**Initial Board of Directors**

The initial Board of Directors shall have three members whose names and addresses are:

<u>Name</u>	<u>Address</u>
Roy Johannesen	1115 Sugartree Lane South, Lakeland, Florida 33813
Carla P. O'Neill	1115 Sugartree Lane South, Lakeland, Florida 33813
William A. Lippy	301 East Palm Drive, Lakeland, Florida 33803

**ARTICLE V**  
**Manner of Election of Directors**

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the Bylaws but shall in no case be less than three.

**ARTICLE VII**  
**Members**

The corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such a manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
Roy Johannesen	1115 Sugartree Lane South, Lakeland, Florida 33813
Carla P. O'Neill	1115 Sugartree Lane South, Lakeland, Florida 33813

**ARTICLE VIII**  
**Initial Registered Agent and Office**

The initial registered agent is Carla P. O'Neill and the initial registered office is 1115 Sugartree Lane South, Lakeland, Florida 33813.

**ARTICLE IX**  
**Officers**

The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Carla P. O'Neill	1115 Sugartree Lane South, Lakeland, Florida
Vice President	Roy Johannesen	1115 Sugartree Lane South, Lakeland, Florida

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Secretary	Carla P. O'Neill	1115 Sugartree Lane South, Lakeland, Florida
Treasurer	Carla P. O'Neill	1115 Sugartree Lane South, Lakeland, Florida

**ARTICLE X**  
**Incorporators**

The names and addresses of the incorporators of this corporation are:

<u>Name</u>	<u>Address</u>
Roy Johannesen	1115 Sugartree Lane South, Lakeland, Florida 33813
Carla P. O'Neill	1115 Sugartree Lane South, Lakeland, Florida 33813

**ARTICLE XI**  
**Nonstock Basis**

The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates.

**ARTICLE XII**  
**Distribution of Assets upon Dissolution**

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

**ARTICLE XIII**  
**Corporate Address**

The street and mailing address of the Corporation's initial principal office is:

1115 Sugartree Lane South, Lakeland, Florida 33813.

**ARTICLE XIV**  
**Effective Date**

The effective date of incorporation is to be:

December 6, 1996.

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ARTICLES

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this day of December 6, 1996.

Carla P. O'Neill  
Carla P. O'Neill, Incorporator

Acknowledged before me on Dec. 6, 1996, by Carla P. O'Neill,  
(date) (name)  
who        is personally known to me/ X produced Valid Florida Drivers License  
(document)  
as identification, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he/she executed said instrument for the purposes therein expressed.



D. Sanders  
NOTARY PUBLIC-STATE OF FLORIDA

Name: D. Sanders

Commission No.: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

I accept designation as registered agent:

Carla P. O'Neill

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

The SolMates Foundation, Incorporated

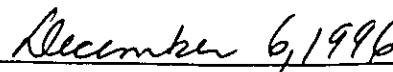
2. The name and address of the registered agent and office is:

Carla P. O'Neill  
1115 Sugartree Lane South  
Lakeland, Florida 33813

*Having been named as registered agent and 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.*



(Signature)



(Date)

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FLORIDA  
SECRET