

N99000001125

COLLEEN McCANN KETTLES
ATTORNEY AT LAW
145 WEKIVA SPRINGS ROAD, SUITE 149B
LONGWOOD, FL 32779
(407)774-9939
(407)774-9964 FAX

February 16, 1999

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
3-1-99

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-02/19/99--01018--005
*****87.50 *****87.50

SUBJECT: National Energy Raters Association, Incorporated

Enclosed are an original and two copies of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. Also enclosed is the filing fee of \$87.50. Kindly return the certified copies to me at the address above.

Sincerely,

Colleen Kettles

Colleen Kettles

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/22/99
DM

EFFECTIVE DATE

3-1-99

ARTICLES OF INCORPORATION
OF
NATIONAL ENERGY RATERS ASSOCIATION, INCORPORATED

ARTICLE I. CORPORATE NAME

The name of this corporation is the National Energy Raters Association, Incorporated.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 145 Wekiva Springs Road, Suite 149B, Longwood, FL 32779.

ARTICLE III. TERM OF EXISTENCE

The period of duration of this corporation is perpetual.

ARTICLE IV. PURPOSES

The general purpose of this corporation shall be to establish, promote and strengthen the goals and standards of organizations and individuals involved in the commercial and institutional application of energy ratings for buildings. Further goals and purposes of this corporation are:

- a. To educate the general public, institutional and governmental bodies of the long term benefits of the quantification and rating of the energy efficiency of buildings;
- b. To promote and educate the public about energy efficiency measures;
- c. To improve the energy efficiency and energy conservation potential of buildings;
- d. To encourage housing affordability by increasing building energy efficiency;

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- e. To stimulate statewide acquaintance and fellowship among members and others interested in building energy efficiency;
- f. To provide opportunities for members and other interested parties to increase their knowledge of building energy rating methods and techniques.
- g. To engage in any business or activities permitted by the laws of the United States and Florida.

ARTICLE V. MEMBERS

Any business entity such as a sole proprietorship, partnership, corporation or association involved in the commercial or institutional application of energy ratings shall be eligible for membership in accordance with the by-laws and rules and regulations in effect from time to time. There shall be no limit on the number of members. The by-laws of the corporation may provided for other classes of membership and the Board of Directors may also from time to time prescribe other classes of membership and also prescribe rights, privileges and duties of members, associates or other such classes as may from time be established.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The address of its initial registered office is 145 Wekiva Springs Road, Suite 149B, Longwood, FL 32779, and the name of its initial registered agent at said address is Colleen Kettles.

ARTICLE VII. BOARD OF DIRECTORS

The internal affairs of the corporation shall be managed by a Board of Directors consisting

of no less than 15 individuals. The manner of election or appointment of directors, their terms of office, and all other provisions regarding the regulation of the affairs of the corporation shall be set forth in the Bylaws.

The initial Board of directors, whose members are to serve until successor or additional members of the Board of Directors are elected or appointed pursuant to the Bylaws, shall consist of seven (7) directors whose names and addresses are:

<u>Name</u>	<u>Address</u>
David Bessette	1080-A Rainer Drive Altamonte Springs, FL 32714
Leroy Chavis, Sr.	1605 Crystalview Trail Lakeland, FL 33801
Stan DiBello	143 East Piedmont Avenue Port Orange, FL 32119
Ken Fonorow	15220 NW 5th Avenue Newberry, FL 32669
Joseph Kapczynski	44 Sea Vista Drive Palm Coast, FL 32137
Bruce McKendry, Sr.	1613 Mantes Drive Cocoa, FL 32926
Joseph Pietrzak	4359 SE Maricamp Road Ocala, FL 34471-6316

ARTICLE VIII. INCORPORATORS

The name and address of the incorporators are:

<u>Name</u>	<u>Address</u>
David Bessette	1080-A Rainer Drive Altamonte Springs, FL 32714

Stan DiBello

143 East Piedmont Avenue
Port Orange, FL 32119

Ken Fonorow

15220 NW 5th Avenue
Newberry, FL 32669

Joseph Kapczynski

44 Sea Vista Drive
Palm Coast, FL 32137

Bruce McKendry

1613 Mantes Drive
Cocoa, FL 32926

ARTICLE IX. INDEMNIFICATION

Private property of the incorporators, directors, or officers, of the corporation shall not be subject to the payment of any corporate debts, liabilities or obligations. To the fullest extent permitted by the law of the State of Florida, the corporation shall indemnify any director or officer or the corporation for any liability arising by virtue of such director's or officer's position or former position with the corporation.

ARTICLE X. AMENDMENT OF THE ARTICLES OF INCORPORATION

These articles may be amended only in the manner prescribed by statute.

ARTICLE XI. NOT FOR PROFIT CORPORATION

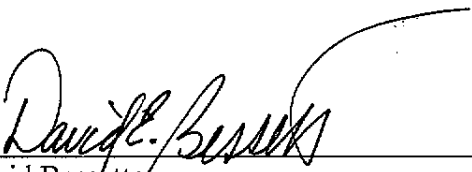
This Corporation is not organized for profit or organized in an activity ordinarily carried on for profit, and no part of its net earnings shall inure to the benefit of any private shareholder or individual. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under Section 501© of the Internal Revenue Code (or the corresponding provision of


any future United States Internal Revenue Law).

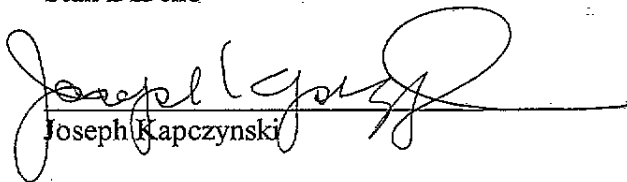
ARTICLE XII. EFFECTIVE DATE

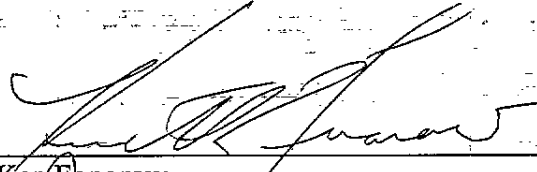
The incorporation of the National Energy Raters Association, Inc. shall become effective
March 1, 1999.

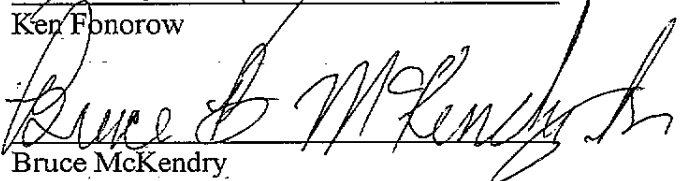
The undersigned have executed these Articles of Incorporation on February 4, 1999.


David Bessette


Stan DiBello


Joseph Kapczynski


Ken Fonorow


Bruce McKendry

Designation and Acceptance of Registered Agent

Pursuant to the provisions of Chapter 617, 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 National Energy Raters Association, Inc.
2. The name of the registered agent is Colleen Kettles.
3. The address of the registered agent/registered office is:

145 Wekiva Springs Road, Suite 149B
Longwood, FL 32779

Acceptance

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Colleen Kettles
By: Colleen Kettles

Date: 2/16/99