

N 990000001126

COLLEEN MCCANN KETTLES

ATTORNEY AT LAW

145 WEKIVA SPRINGS ROAD, SUITE 149B

LONGWOOD, FL 32779

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(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--006
*****87.50 *****87.50

SUBJECT: National Energy Rating Foundation, 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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TALLAHASSEE, FLORIDA

2/22/99
AKC

EFFECTIVE DATE
3-1-99

ARTICLES OF INCORPORATION

OF

NATIONAL ENERGY RATING FOUNDATION, INCORPORATED

ARTICLE I. CORPORATE NAME

The name of this corporation is the National Energy Rating Foundation, 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 specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are to receive, administer, and expend funds for charitable, scientific, and educational purposes in connection with the following:

1. To develop through research, education, discussion, and exchange of information a better understanding of the long term benefits of the quantification and rating of the energy efficiency of buildings;
2. To provide opportunities for interested parties to increase their knowledge of energy ratings of buildings;

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3. To prepare educational material and conduct educational activities in support of the general purposes of the corporation;
4. To conduct and sponsor forums, lectures, seminar, and similar programs to carry out the purpose of the corporation;
5. To assist other charitable, scientific and educational organizations in the conduct of similar activities; and,
6. To exercise all of the rights powers and privileges afforded corporations not for profit under the laws of the State of Florida as they presently exist and may hereafter be amended.

ARTICLE V. MEMBERS

This corporation shall have no members.

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(c) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

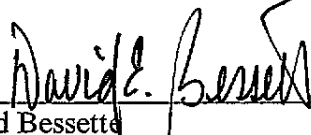
ARTICLE XII

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine.

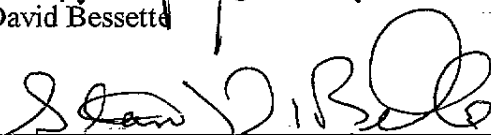
ARTICLE XIII. EFFECTIVE DATE

The incorporation of the National Energy Rating Foundation shall become effective March 1, 1999.

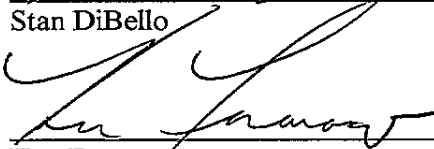
The undersigned have executed these articles of incorporation on February 4, 1999.



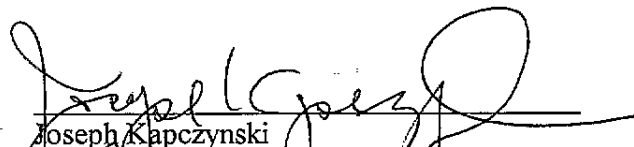
David Bessette



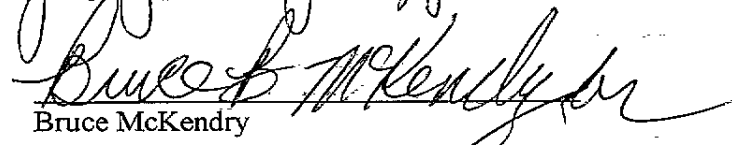
Stan DiBello



Ken Fonorow



Joseph Kapczynski



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 Rating Foundation, 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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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.


By: Colleen Kettles

Date: 2/16/99