

N990000006807

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-11/15/99--01092--014  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Environmental Professionals of Florida Inc  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

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99 NOV 15 PM 2:51  
STATE  
TALLAHASSEE  
FLORIDA

FROM: Thomas R. Cuba  
Name (Printed or typed)

4557 Beach Dr SE  
Address

St Petersburg FL 33705  
City, State & Zip

727 823 2443  
Daytime Telephone number

Thomas Cuba GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Article I  
DATE 11-18-99  
DOC. EXAM [Signature]

NOTE: Please provide the original and one copy of the articles.

(Handwritten) 11-18-99

ARTICLES OF INCORPORATION OF  
ENVIRONMENTAL PROFESSIONALS OF FLORIDA, INC.

A FLORIDA NONPROFIT CORPORATION

ARTICLE I

Name

The name of this corporation is the Environmental Professionals of Florida, Inc.

ARTICLE II

Address

The address of the principal office of the Corporation is P.O. Box 3241, St. Petersburg,  
FL 33731.

ARTICLE III

Purpose

The general purpose of the corporation is to provide for the self regulation of those individuals practicing as Environmental Professionals within the state of Florida. This general purpose shall include the autonomous setting of standards of performance, the setting of standards of ethical conduct, the registration of Environmental Professionals, the certification of Environmental Professionals, the keeping and distribution of performance records of Environmental Professionals, the entry into contracts and agreements with others in order to meet these purposes, promoting the recognition and acceptance of the corporation and its purpose, and promoting the recognition of the members by government, business, and other entities interacting with the profession, whether that recognition be formally or informally given. Additional purposes of the corporation include the continuing education of those practicing as Environmental Professionals and the promotion of common business interests of Environmental Professionals

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engaging in their respective professions in the State of Florida. The corporation may undertake any action necessary to further these purposes including, without limiting the foregoing, monitoring and influencing legislative, quasi-legislative, judicial, and quasi-judicial activities and any other governmental action affecting, or which may affect, the business of the members. The corporation may also undertake any action necessary to influence other business practitioners to recognize the standards and membership of the corporation. The corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit.

#### ARTICLE IV.

##### Commencement and Duration

The existence of the Corporation will commence on the date of filing of these articles of Incorporation by the Department of State of the State of Florida. The term of existence of the Corporation is perpetual.

#### ARTICLE V.

##### Membership

There shall be three classes of membership: Environmental Professional (EP), Professional Environmental Corporation (PEC), and Associate Environmental Professional (AEP).

Acceptance to membership requires that the member meet strict requirements as set forth in the Bylaws. Membership is maintained contractually by agreement with the member as set forth in the Bylaws. Applicants not satisfying the acceptance criteria or not continuing to maintain the minimum criteria for continued membership shall be removed from the membership roles subject to appeals as set forth in the Bylaws. By applying for and accepting membership in the corporation, the members acknowledge and accept the strict criteria and the need to maintain ongoing compliance, forgoing legal action based solely in challenging these criteria and standards.

ARTICLE VI

Registered Office and Registered Agent

The initial street address of the Corporation's registered office is 4557 Beach Drive S.E., St. Petersburg, FL 33705. The initial registered agent for the Corporation at that address is Thomas Robert Cuba.

ARTICLE VII

Board of Directors

The initial board of directors shall consist of six members. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one. Directors shall be elected in accordance with the Bylaws. The Bylaws shall be structured to elect one third of the directors or portion thereof each three years. Only members of the membership class Environmental Professional shall have the privilege of voting on the election of directors or on corporate matters. Should the membership class Environmental Professional be subdivided into registered and certified categories, only the members of the class of Certified Florida Environmental Professional are eligible to vote on the election of directors or on corporate matters. The directors shall elect officers from the body of directors annually in accordance with the Bylaws. The names and addresses of the persons who will serve on the initial board of directors is:

Jessica L. Beck  
151 S. Babcock St, Apt 155  
Melbourne, FL 32901

Kathleen S. Hale  
Environmental Management and Design  
17 S Lake Ave., Suite #201  
Orlando, FL 32801

Bill Kerr  
BKI, Inc.  
325 Fifth Ave, #208  
Indialantic, FL. 32903

Craig Kruempel  
Coastal Planning & Engineering  
2481 NW Boca Raton Blvd  
Boca Raton, FL 33431-6639

Paul Looney  
The Environmental Company Inc  
3 West Garden St, Suite 300  
Brent Building  
Pensacola, Fl 32501

Ed Weinberg  
EW Consultants, Inc.  
49 Flagler Av, Suite 202  
Stuart, FL 34994

ARTICLE VIII.

Incorporator

The name and street address of the person (incorporator) signing these Articles of Incorporation is:

Name	Address
Thomas Robert Cuba	4557 Beach Drive S.E. St. Petersburg, FL 33705

ARTICLE VIII.

Indemnification

The corporation shall indemnify its directors and officers to the fullest extent permitted by law.

ARTICLE IX.

Dedication of Assets

The property of this corporation is irrevocably dedicated to its purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual; provided that, upon dissolution or final liquidation the corporation may make distribution to its members as permitted by the court having jurisdiction thereof and no such liquidating payment or distribution shall be deemed to be a dividend or a distribution of income.

The undersigned, being the incorporator of this corporation, for the purpose of forming this Not for Profit corporation under the Laws of the State of Florida has executed these articles of incorporation on Nov 10, 1999.

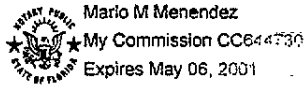
Thomas R. Cuba

Thomas R. Cuba

STATE of FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Thomas R. Cuba, to me ~~personally known~~ <sup>FLDLC 100836503410</sup> and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed, who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 10<sup>th</sup> say of November, 1999.



*Mario M. Menendez*  
Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Environmental Professionals of Florida, Inc at the place designated in the Articles of Incorporation, 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.

*Thomas R. Cuba*  
Thomas R. Cuba

*Nov 10, 1999*  
Dated

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