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## ARTICLES OF INCORPORATION

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<u>OF</u>

### FLORIDA ENVIRONMENTAL MANAGEMENT ASSOCIATION, INC

The undersigned subscribers/incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

#### ARTICLE I. NAME

The name of this Corporation is Florida Environmental Management Association, Inc.

#### ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted is environmental management, all other business related thereto, and the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1995).

#### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. Shares of common stock of this corporation shall be issued initially to the following purposes in the amounts set opposite their names:

<u>Name</u>		-	<u>Share</u>
Robert J. Boyd			100
Donald G. Ray	-		100

The stockholders may, by by-law provision or by stockholder's agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

#### ARTICLE IV. TERM OF EXISTENCE

This Corporation shall exist perpetually.

#### ARTICLE V. ADDRESS

The initial street address of the principal office of this Corporation in the State of Florida is 106 East College Avenue, Suite 900, Tallahassee, Florida 32301, and the stockholders may from time to time move the principal office to any other address in Florida.

#### ARTICLE VI. BOARD OF DIRECTORS

The Corporation shall have no directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of, the stockholders of this Corporation.

#### ARTICLE VII. BY-LAWS

The subscribers to these Articles of Incorporation, as the incorporators of the Corporation, shall adopt the initial by-laws of the Corporation. The by-laws shall thereafter be altered, amended or repealed only by direction of the stockholders.

#### ARTICLE VIII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is:

ROBERT J. BOYD 106 East College Avenue, Suite 900 Tallahassee, Florida 32301

## ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of this Corporation is Laura Boyd Pearce, whose address is Boyd Law Firm, P.A., 106 East College Avenue, Suite 900, Tallahassee, Florida 32301.

#### ARTICLE X. OFFICERS

The name and office held by the initial officers of this Corporation are:

DONALD G. RAY, President/Secretary 7684 Preservation Road Tallahassee, Florida 32312

ROBERT J. BOYD, Vice-President 106 East College Avenue, Suite 900 Tallahassee, Florida 32301

WILLIAM H. STANDER, Treasurer 106 East College Avenue, Suite 900 Tallahassee, Florida 32301

## ARTICLE XI, AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the stockholders is subject to this reservation.

ROBERT J. BOYD

Incorporator/Vice-President

STATE OF FLORIDA COUNTY OF LEON

The foregoing instrument was acknowledged before me this 14 day of January, 1998, by ROBERT J. BOYD, who is personally known to me or who has produced \_\_\_\_\_\_, as identification and who did (did not) take an oath.

NOTARY PUBLIC

Name Sherri & Wilhoit

Sherri G. Wilholt
My Commission F. Principles July 15, 2001

## CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

# IN COMPLIANCE WITH SECTION 48.091, F.S., THE FOLLOWING IS SUBMITTED:

FIRST, that FLORIDA ENVIRONMENTAL MANAGEMENT ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Tallahassee, State of Florida, has named as its agent to accept service of process within Florida, LAURA BOYD PEARCE, ESQ., located at Boyd Law Firm, P.A., 106 East College Avenue, Suite 900, Tallahassee, Florida 32301.

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.

AURA BOYD PEARCE

Registered Agent

Date January 7, 1998

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SECRETARY OF JATE
TALLAHASSEE FIORINA