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FLORIDA NON-PROFIT CORPORATION

U.S.Green Building Council North Florida Chapter, Inc

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**ARTICLES OF INCORPORATION
OF
U.S. GREEN BUILDING COUNCIL - NORTH FLORIDA CHAPTER, INC.**

**ARTICLE I
Name And Offices.**

Section 1.1 Name. The name of this Corporation is and shall be U.S. GREEN BUILDING COUNCIL - NORTH FLORIDA CHAPTER, INC.

Section 1.2 Offices. The principal office and mailing address of the Corporation shall be 5711 Richard Street, Suite 2, Jacksonville, FL 32216.

**ARTICLE II
Statement Of Corporation Nature.**

Section 2.1 Non-Profit. This is a nonprofit Corporation organized solely for general charitable purposes pursuant to Chapter 617 of the Florida Statutes.

Section 2.2 Non-Stock. This Corporation is organized under a non-stock basis.

**ARTICLE III
Purposes.**

Section 3.1 Purposes. The Corporation is organized and shall be operated for strictly educational, scientific, and charitable purposes including:

- (a) Inspire and promote sustainable building practices in all renovation and new construction projects that encourage preservation of the natural environment.
- (b) Foster peak productivity of building occupants and overall long-term well-being of the citizens of North Florida.
- (c) Promote the objectives of the U.S. Green Building Council, incorporated in the District of Columbia ("USGBC").
- (d) Maintain a local level presence for the USGBC and develop relationships with other industry groups and chapters of the USGBC.
- (e) Provide educational programs for the community that promote the purposes of the USGBC.

Section 3.2 Additional Acts and Powers. In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

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Section 3.3 Limitations On Purpose. The Corporation shall not engage nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive or un-American activities.

ARTICLE IV
Effective Date; Duration

Section 4.1 Effective Date. The Corporation's corporate existence shall commence on the date these Articles of Incorporation are filed with the Department of State of the State of Florida.

Section 4.2 Duration. This Corporation shall exist perpetually.

ARTICLE V
Membership

Section 5.1 Membership Qualifications. Members shall be admitted and qualified as specified in the bylaws of the Corporation.

ARTICLE VI
Incorporator

Section 6.1 Name and Address. The name and street address of the incorporator of this Corporation is:

Brennan, Manna & Diamond, P.L.
The SunTrust Building
76 S. Laura Street, Suite 2110
Jacksonville, Florida 32202

ARTICLE VII
Powers

Section 7.1 Powers Under Florida Statute 617.0302. The Corporation shall have all the powers set forth in Florida Statute 617.0302 unless specifically prohibited by these Articles of Corporation.

Section 7.2 Powers In Relation to Purpose. Notwithstanding any other provision of these articles, the purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States

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Internal Revenue law.

Section 7.3 Limitations on Powers. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VIII
Initial Registered Agent and Address

Section 8.1 Name and Address. The name and street address of the initial registered agent of this Corporation is:

Brennan, Maana & Diamond, P.L.
The SunTrust Building
76 S. Laura Street, Suite 2110
Jacksonville, Florida 32202

ARTICLE IX
Management Of Corporate Affairs.

Section 9.1 Board of Directors. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be not less than three (3). Initially, the Board of Directors shall consist of seven (7) members, provided however, that such number may be changed (but in no event to a number less than three (3)) by the bylaws duly adopted by the members.

The name and address of the initial Directors of the Corporation who shall hold office until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Paki Taylor	5711 Richard Street, Suite 2, Jacksonville, FL 32216
William Todd	10748 Deerwood Park Blvd, Jacksonville, FL 32256
Gayle Staton	8860 Phillips Hwy., P.O. Box 24697, Jacksonville, FL 32241-4697
Casey McConnell	P.O. Box 141115 (32614), Gainesville, FL 32611
Mark Gelfo	1809 Art Museum Drive, Suite 105, Jacksonville, FL 32207
Mary Corrigan	3543 Bateau Road West, Jacksonville, FL 32216-6307
Wayne Dunn	3730 Harbor Acres Lane, Jacksonville, FL 32257
Peter King	21 West Church Street, Jacksonville, FL 32202
Susan Cleveland	1057 Buckbean Branch Lane West, Jacksonville, FL 32259
Bill Stinson	701 West Adams Street, Jacksonville, FL 32204

Section 9.2 Election and Appointment. The election and appointment of the directors shall be as specified in the bylaws of the Corporation.

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ARTICLE X
Bylaws

Section 10.1 Bylaws. The initial bylaws of this Corporation shall be adopted by the Board of Directors. Additional bylaws shall be adopted, altered, amended or repealed from time to time by either the members or the Board of Directors.

Section 10.2 Amendment of Bylaws. Subject to the limitations contained in the bylaws, and any limitations set forth in Chapter 617, Florida Statutes, concerning corporate action that must be authorized or approved by the members, the bylaws may be altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the bylaws.

ARTICLE XI
Dedication Of Assets

Section 11.1 Charitable Purposes. The property of this Corporation is irrevocably dedicated to charitable 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.

ARTICLE XII
Distribution Of Assets.

Section 12.1 Exempt Purposes. In the event of dissolution of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax codes or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction, of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

Article XIII
Amendment

Section 13.1 Amendment. This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the members is subject to this reservation.

ARTICLE XIV
Miscellaneous

Section 14.1 Distribution of Income. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on

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undistributed income imposed by Section 2942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 14.2 Self-Dealing Prohibited. The Corporation shall not engage in any act of self-dealing as defined in Section 4991(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 14.3 Certain Investments Prohibited. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The undersigned, being the sole incorporator of this Corporation, and being the subscriber to this Corporation for the purpose of forming this nonprofit charitable Corporation under the laws of the State of Florida has executed these Articles of Incorporation this 4th day of October, 2005.


RANDAL C. FAIRBANKS

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ACCEPTANCE OF REGISTERED AGENT

Having been named in the foregoing Articles of Incorporation to accept service of process for the above state Corporation at the place designated therein, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of the Florida Business Corporation Act.

DATED this 4th day of October, 2005.

BRENNAN, MANNA & DIAMOND, P.L.



By: **RANDAL C. FAIRBANKS**
Member

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