

# Articles of Incorporation

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ARTICLES OF INCORPORATION OF

ENGINEERING FOR THE EARTH

The undersigned, acting as incorporators of a corporation in compliance with Chapter 617, F.S., (Not for Profit), adopt the following articles for such a corporation:

ARTICLE I

NAME

The name of the corporation, hereinafter referred to as the "Corporation" shall be:

Engineering for the Earth, Inc.

ARTICLE II

LOCATION and DURATION

Section 2.01 Location

The principal place of business and mailing address of the Corporation shall be: 2213 NE 8th

Street, Gainesville, FL  
32609, at such other or  
additional places of business within or outside of the State of Florida,  
as allowed by the Corporation By-Laws.

The territory in which the  
operations of the Corporation are principally to be conducted is the United  
States of America and its territories and  
possessions, but the operations of the corporation shall not be limited to such  
territory.

Section 2.02 Duration The period of duration of the Corporation is  
perpetual.

## ARTICLE III

### MISSION and PURPOSE

#### Section 3.01 Mission

Engineering for the Earth mission: Working  
for change at a local scale encouraging environmentally sound engineering,  
business and development practices.

Through scientific study, education,  
research and community outreach, the Corporation seeks to set a standard of  
practice in the community, by encouraging and facilitating change locally and  
regionally that will ultimately raise the standard for every community on a  
national level.

#### Section 3.02 Purpose

The Corporation shall work to  
promote environmentally friendly practices in everyday business. This will be achieved through reaching out to

businesses and encouraging green methods and clean energy solutions, funding and conducting field studies and site evaluations, contracting research from educational institutions by offering grants for the study and analysis of topics that directors agree will further the mission of the Corporation, and conducting community outreach programs.

The Corporation is organized exclusively for charitable, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, educational and charitable purpose, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

### Section 3.03 Use of Profits

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, or officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

### Section 3.04 Dissolution

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, scientific, or educational organizations, which qualifies under the provisions of Section 501(c)(3) of the Internal Revenue Code, whose works agree with the mission of the Corporation as stated in Section 3.01 Article II of the Corporations organizing document. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

## ARTICLE IV

### CONFLICT of INTEREST POLICY

#### Section 4.01 Conflict of Interest

The Corporation shall observe and obey a conflict of interest policy that shall be regulated by the Corporation By-Laws.

## ARTICLE V

### MEMBERSHIP and ELECTIONS

#### Section 5.01 Board of Directors

The initial board of directors shall consist of at least three (3) Voting Members, who need not be residents of the state of Florida. The Corporation Board of Directors shall at all times consist of at least three (3) Voting Members but no more than ten (10) Voting Members. The manner in which the directors are elected or appointed shall be regulated by the Corporation By-Laws.

#### Section 5.02 Membership

The qualifications for members and the manner of their admissions shall be regulated by the Corporation By-Laws.

## ARTICLE VI

### INITIAL DIRECTORS

Section 6.01 Founding  
Members

Robert Joseph Weaver

2213 NE 8th Street

Gainesville,  
FL. 32609

Chair of the Board  
and President

Walter Thomas Taylor

2140 Herrings Chapel Road

Burgaw, NC.  
28425

Vice-Chair and Vice President in charge of Operations

Jacqueline Duda Weaver

2213 NE 8th Street

Gainesville, FL.  
32609

Secretary / Treasurer and Vice President in charge of Staff

Section 6.02 Initial  
Board Members

The Founding Members shall serve as  
the Initial Board Members until the first annual meeting, or until their  
successors shall have been elected and qualified.

Upon  
the Appointment of a fourth Board Member or her successor, Jacqueline Duda  
Weaver shall lose her voting rights so as to not unduly influence the voting of  
the Board, so long as her Husband, Robert Joseph Weaver serves as a Voting  
Board Member.

## ARTICLE VII

### INITIAL REGISTERED AGENT

The name and Florida  
street address of the registered agent is:

Robert Joseph Weaver

2213 NE 8th  
Street

Gainesville,  
FL. 32609

## ARTICLE VII

### INCORPORATORS

The names and Addresses of the  
initial incorporators are:

Robert Joseph Weaver

2213 NE 8th  
Street

Gainesville,  
FL. 32609

Jacqueline Duda  
Weaver

2213 NE 8th  
Street

Gainesville,  
FL. 32609