

Revisions to
ARTICLES OF INCORPORATION
OF
FLORIDA WATER RESOURCES CONFERENCE, INC.
A Florida Not For Profit Corporation

ARTICLE I. NAME

The name of the Corporation is FLORIDA WATER RESOURCES CONFERENCE, INC., and the initial principal address of the Corporation is: P.O. Box 2198, Windermere, FL 34786-2198.

ARTICLE II. PERIOD OF DURATION

This corporation shall have a perpetual existence, unless dissolved according to law. Corporate existence shall commence upon filing of the Articles with the Secretary of State.

ARTICLE III. STATEMENT OF CORPORATE NATURE, PURPOSES AND POWERS

- A. This a non-profit corporation organized solely for general charitable and educational purposes pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.
- B. The Corporation is organized upon a non-stock basis.
- C. The primary purpose for which this corporation is formed is to operate for the advancement of science and education and for other charitable purposes, by the distribution of its funds for such purposes, and particularly for development of professional continuing education environmental materials, Conferences, services, and scholarly activities associated with water and pollution control and to exercise all the powers conferred by law upon corporations not-for-profit.
- D. This corporation shall operate exclusively for such scientific and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under the Code.
- E. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt under Section 501(c)(3) of the Code or (b) a corporation contributions to which are deductible under Section 170(c) (2) of the Code.

F. No part of the net earnings of this corporation shall inure to the benefit of any member, trustee, officer or other individual. No member, trustee, officer or other individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. In the event of dissolution and termination of the Corporation, the assets of the Corporation remaining after satisfaction of its liabilities shall be distributed to a nonprofit fund, foundation, or corporation that is then an exempt organization described in Sections 501(c)(3) and 170(c)(2) of the Code.

ARTICLE IV. MEMBERSHIP

Membership. The members of the Corporation (the “Members”) shall consist of seven members from each of the Boards of Governors/Trustees/ Directors, as selected from time to time by those Boards, of the following organizations: the Florida Water Environment Association, Inc. (“FWEA”); the Florida Section, American Water Works Association (“FS/AWWA”); and Florida Water and Pollution Control Operators Association (“FW&PCOA”). Each person selected by the respective Board of Governors/Trustees/Directors as described above will become a Member of this corporation upon selection by that respective Board and will cease to be a Member of this corporation when his term as Trustee on that Board of Governors/Trustees/Directors ends, unless sooner terminated or replaced by that respective Board.

Rights and Liabilities of Members. The Members of the Corporation shall have no right, title or interest whatsoever in its income, property, or assets, no shall any portion of such income, property, or assets be distributed to any Member on the dissolution or winding up of the Corporation. Members of the Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments. Each Member shall have one vote at any meeting at which a vote of the Members is taken.

ARTICLE V. SUBSCRIBERS

The names and addresses of the subscribers of this corporation are designated at the annual meeting by election.

ARTICLE VI. OFFICE AND AGENT

The registered office of the Corporation in the State of Florida will be located at P.O. Box 2198, Windermere, Florida 34786-2198. The registered agent of the Corporation within the State of Florida at the registered office is as designated at the annual meeting.

ARTICLE VII. TRUSTEES

A. Qualification and Election of Trustees. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of trustees of the Corporation shall be no less

than 3 nor more than 9, each of whom must be a member of either FWEA, FS/AWWA, or FW&PCOA, unless changed by a bylaw duly adopted as provided herein. The Board of Trustees of the Corporation shall be elected as follows: One-third by the Members representing FWEA; one-third by the Members representing FS/AWWA; and one-third by the members representing FW&PCOA. The names and addresses of the persons who are to serve as the Board of Trustees are as designated at the annual meeting.

B. Term. The initial Board of Trustees shall consist of 9 trustees. The trustees named herein as the first Board of Trustees shall hold office until the initial meeting of Members at which time an election of trustees shall be held. At the initial meeting of Members, 3 trustees shall be elected for 3 years, 3 trustees for 2 years, and 3 trustees for 1 year. Thereafter, at each annual meeting of Members, 3 trustees shall be elected each for a term of 3 years. In no case shall trustees be elected for terms longer than four years, nor shall fewer than one-fifth of the number of trustees be elected at any annual meeting of the Corporation. Each trustee so elected shall serve until the expiration of his term or until election and qualification of his successor in office.

C. Meetings. Annual meetings of the Board of Trustees shall be held at the annual conference of the Associations, at the principal office of the Corporation, or upon such other date and/or at such other place or places and at such time as the Board of Trustees may designate from time to time by resolution. Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the Board of Trustees shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Trustees, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting and that the Articles of Incorporation and Bylaws of this corporation authorize the trustee to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VIII. OFFICERS

The officers of the Corporation shall be a president, one or more vice presidents, a secretary, and a treasurer, and may include such other officers as may be elected by the Board of Trustees from time to time. An officer may serve in more than one capacity. Any two or more offices may be held by the same person. An officer need not be a trustee or a Member of the Corporation. The officers shall be elected by the Board of Trustees, and committees may be established, in accordance with the Bylaws of the Corporation. Elected persons shall serve as officers until the next election thereof.

ARTICLE IX. BYLAWS

Subject to the limitations, if any, contained in the bylaws or set forth in the Not-For-Profit Corporation law of Florida, the bylaws of this corporation may be made and adopted by, and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE X. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to scientific and educational charitable purposes, and, except as reasonable compensation for services rendered, no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer, or Member thereof, or to the benefit of any private individual.

ARTICLE XI. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, the assets of the Corporation remaining after payment, or provisions for payment, of all debts and liabilities of the Corporation shall be distributed to a non-profit fund, foundation, or corporation that is organized and operates exclusively for charitable purposes and that has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE XII. AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to the Members for their vote. These Articles of Incorporation may be amended only by the vote of eighty percent of the Members of the Corporation present at a duly held meeting of the Members at which a quorum is present.

ARTICLE XIII. FEDERAL INCOME TAX EXEMPTION

A. Distribution of Income. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

B. Self-dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

C. Excess Business Holdings. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Code.

D. Investments Jeopardizing Charitable Purpose. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

E. Taxable Expenditures. The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

IN WITNESS WHEREOF, I, Holly M. Hanson, Secretary and Registered Agent of the Corporation, hereby certify that the foregoing are the true and correct Articles of Incorporation amended by the Board of Trustees of the Corporation on this 28th day of August 2003.

INC.

(SEAL)

FLORIDA WATER RESOURCES CONFERENCE,

Holly M. Hanson, Secretary

Date