

ARTICLES OF INCORPORATION

The undersigned citizens of the United States, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, certify and acknowledge the following:

ARTICLE I. NAME.

The name of the Corporation Not for Profit shall be the **American Ecological Engineering Society, Inc.** ("Corporation").

ARTICLE II. DURATION.

The duration of the Corporation shall be perpetual.

ARTICLE III. PRINCIPAL OFFICE & MAILING ADDRESS.

The principal office and mailing address of the Corporation shall be
PO Box 116350
University of Florida
Gainesville, FL 32611-6350.

ARTICLE IV. PURPOSE.

The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as may be amended, including, for such purposes, the making of distributions to organizations within the meaning of section 501(c)(3) of the Internal Revenue Code, as may be amended.

ARTICLE V. MEMBERS.

The qualification for members and the manner of their admission shall be as specified in the bylaws of the Corporation.

ARTICLE VI. THE BOARD OF DIRECTORS.

The board of directors of the Corporation shall be elected or appointed in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three. The names and addresses of the persons who are the initial four (4) directors of the Corporation are:

President: _____, Department of Environmental Engineering Sciences,
University of Florida PO Box 116350 Gainesville, FL 32604

Vice President: Alexander J. Horne University of California-Berkeley, Civ
Engr/CEE Environmental 637 Davis 94720-1710, Berkeley CA 94720-1710

Sec.-Treasurer: David Gattie, Dept. of Biological & Agricultural Engineering,
Driftmier Engineering Center, University of Georgia, Athens, GA 30602-4435
Past President: William Mitsch, Olentangy River Wetland Research Park, The Ohio
State University, 352 W. Dodridge Street, Columbus, OH 43202.

ARTICLE VII. MEETINGS

1. After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.
2. The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication that allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed e-mail communications provided all board members agree.

ARTICLE VIII. POWERS.

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of Section 501(c)(3) of the Internal Revenue Code, as may be amended:

- A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV.
- B. 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, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office.
- C. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation set forth in Article IV.

ARTICLE IX. INCORPORATORS

The names and addresses of the Incorporators are:

Department of Environmental Engineering Sciences,
University of Florida PO Box 116350 Gainesville, FL 32604

ARTICLE X. DISSOLUTION

Upon the dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to the Federal government, or to a State or local government, for a public purpose.

ARTICLE XI. REGISTERED AGENT AND OFFICE

The Registered Agent and Registered Office of the Corporation are:

, Department of Environmental Engineering Sciences,
University of Florida PO Box 116350 Gainesville, FL 32604

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of the American Ecological Engineering Society, Inc., and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment 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.

Dated this 26th day of May 2004.

By: _____