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Johnny D. Graham, Jr.  
(Requestor's Name)

265 Whetherbine Way East  
(Address)

(Address)

Tallahassee, Fla. 32301  
(City/State/Zip/Phone #)

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## **Articles of Incorporation**

**In compliance with Chapter 617, F.S., (Not for Profit)**

### **ARTICLE I - NAME**

Section 1: **Name.** The name of this organization shall be H2O Blasters of America, Inc.

### **ARTICLE II - PRINCIPLE OFFICE**

The principle place of business and mailing address of this corporation shall be:

265 WHETHERBINE WAY EAST, TALLAHASSEE, FL. 32301

### **MEMBERSHIP, VOTING**

### **ARTICLE III - PURPOSE**

This organization is organized exclusively for charitable, scientific and educational purposes. Its primary mission is to adequately develop higher business and ethical practices for pressure and soft washing contractors, while also increasing their insight on important developments pertaining to the trade as a whole. The organization will benefit the public by making itself available to address any issue regarding the pressure and soft washing industry informatively.

### **ARTICLE IV – MANNER OF ELECTIONS, BOARD OF DIRECTORS, OFFICERS AND MEETINGS**

Section 1: **Board Elections.** Board members will be elected by a majority vote of the current Board members. Nominations for new Board members must be submitted to the Secretary at least two weeks prior to the meeting in which the election will occur.

Section 2: **Terms.** Board members may serve 2 year terms, and are eligible for re-election. Two-term board members must be an active member of H2O Blasters of America and must receive recommendation by the Board of Advisors, or at least (75 Percent) of approval by active members of H2O Blasters of America in order to serve as Board of Directors.

Section 3: **Size.** At all times the Board shall consist of a minimum of three members. The first board of directors may only serve for 1 year, but are eligible for re-election. After six months of the organization's start-up date the initial board is expected to elect new board members for those currently not planning to apply for re-election for two year terms.

Section 4: **Board Role.** The Board is responsible for setting the general direction of the organization, and submits responsibility for day-to-day operations to the Executive Director. The Executive Director may select different committees to assist with this responsibility.

**Section 5: Compensation.** Board members shall serve as Directors without remuneration. They may, however, be compensated for expenses incurred in the regular scope of their duties to the organization, Virtually Advising, Inc.

**Section 6: Meetings.** The Board shall meet at least once each year, at an arrangement agreed upon by at least two-thirds of the members of the Board. Additional meetings may be called by any member of the Board with approval of at least two-thirds of its members. Written notice of each meeting (in letter or e-mail form), as well as the minutes of the previous meeting, shall be given to each Board member no less than two weeks before the meeting.

Agenda for meetings shall include, in the specified order, the following:

- (1) Call to order
- (2) Roll call
- (3) Approval of minutes from the previous meeting
- (5) Election and/or re-election of Board members
- (6) Financial report
- (7) Reports given by committees present
- (8) Old business
- (9) New business
- (10) Adjournment

**Section 7: Quorum.** A quorum must be attended by at least three-fourths of the Board members before business can be transacted or motions made or passed.

**Section 8: Special Meetings.** Special meetings of the Board shall be called upon the request of the Chair or two-thirds of the Board. Notice of special meetings shall be sent by the Secretary to each Board member at least two weeks in advance.

**Section 9: Officers and Duties.** There shall be six Officers of the Board: Chair, Vice Chair, Secretary, Treasurer, Executive Director and Associate Executive Director. One Board member may hold more than one Officer position, but no Board member may hold the positions of both Chair and Vice Chair. Officer duties are as follows:

The **Chair** shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

The **Vice Chair** shall chair committees on special subjects as designated by the board.

The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The **Treasurer** shall make a report at each Board meeting. Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

**Section 10: Executive Staff.** There shall be two members of the Executive Staff, the Executive Director and Associate Executive Director. The initial Executive Director shall serve the Board and organization so long as s/he desires. After the initial Executive Director resigns the board of directors may choose the term for which the executive director will serve. However, the board of directors will strongly consider the resigning Executive Director's recommendation for his or her

replacement, as the recommendation must be noted in the minutes. The Associate Executive Director shall serve at the pleasure or term for which the Executive Director permits.

Executive Staff duties are as follows:

The **Executive Director** shall be the chief executive officer of the corporation and shall, subject to a reasonable extent of control by the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chair of the Board of Directors, the Executive Director shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which should from time to time be authorized by the Board of Directors.

In the absence of the Executive Director, or in the event of his or her inability or refusal to act, the **Associate Executive Director** shall perform all the duties of the Executive Director, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Executive Director. The Associate Executive Director shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these Bylaws, or as may be prescribed by the Board of Directors and the Executive Director.

**Section 11: Vacancies.** When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary at least two week in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. Board members elected to fill vacancies will serve a term only as long as the individual who formerly held the position, except for the Executive Director's Position. In the event of a vacancy of the Executive Director's position the board will determine the new term.

**Section 12: Resignation, Termination and Absences.** Resignation from the Board must be in writing and received by the Secretary, and is effective immediately unless otherwise stated within the letter of resignation. A Board member may be removed by a three-fourths vote of the other members.

#### **ARTICLE V – INITIAL DIRECTORS AND/OR OFFICERS**

CHAIR-----ALBERT WILLIAMS

VICE CHAIR-----MEGHANN GRAHAM

SECRETARY-----KATRINA GRAHAM

TREASURER-----SOLOMON WILLIAMS, JR.

EXECUTIVE DIRECTOR-----JOHNNY GRAHAM, JR.

MARQUE CHARLESTON-----MARQUE CHARLESTON

#### **ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS**

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

JOHNNY GRAHAM, JR.

265 WHETHERBINE WAY EAST, TALLAHASSEE, FL. 32301

#### **ARTICLE VII – INCORPORATION**

The name and address of the Incorporator is:

JOHNNY GRAHAM, JR.

265 WHETHERBINE WAY EAST, TALLAHASSEE, FL. 32301

#### **ARTICLE VIII - COMMITTEES**

**Section 1: Creation.** The Board may create committees as needed, such as fundraising, recruiting, communications, education, etc. At least two-thirds of the members of the Board must approve new committees. The Board Chair appoints all committee chairs.

**Section 2: Executive Committee.** The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

**Section 3: Finance Committee.** The Treasurer is chair of the Finance Committee, which may include up to five other organization members nominated by the Treasurer and confirmed by a majority of the Board. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

#### **ARTICLE VIII - MEMBERSHIP**

**Section 1: Membership.** Membership of the organization shall be open to all persons or contractors interested, provided all join in good faith. Membership of the organization shall also extend to the Board of Directors ("Board"), Board of Advisors, Officers and Virtual Advisors.

**Section 2: Board of Directors, Officers.** Each Officer of the Board of Directors shall have one vote at Board meetings. No individual may hold more than one vote.

**Section 3: Executive Staff.** The positions of Executive Director and Associate Executive Director each will hold one vote. No individual may hold more than one vote.

**Section 4: Board of Advisors.** The Board of Advisors is a group of individuals selected by the Executive Director to serve the organization in an advisory role. These individuals hold no legal

obligation to the organization, receive no compensation for their role, and are not voting members.


Section 5: **Virtual Advisors.** Virtual Advisors are the set of individuals selected by the Executive Director to carry out the organization's purpose. They are not voting members.

**ARTICLE X - AMENDMENTS**


Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

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Having been named as registered agent to accept service of process for the above stated corporation at the place as designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Signature/Registered Agent

4/15/05  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

4/15/05  
\_\_\_\_\_  
Date

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