

TRANSMITTAL LETTER

VIA U.S. MAIL

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

VIA COURIER

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

SUBJECT:

EARTH WEB FOUNDATION, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
\$78.75.

- Filing Fee (\$35.00)
- Designation of Registered Agent (\$35.00)
- Certified Copy (**ADDITIONAL COPY REQUIRED**) (\$8.75)

FROM:

Name: James A. Dozier, Paralegal
Barrett, Chapman & Ruta, P.A.
18 Wall Street
Orlando, Florida 32801
Telephone Number: 407-839-6227

ARTICLES OF INCORPORATION OF
EARTH WEB FOUNDATION, INC., a Florida Not for Profit
(In Compliance with Chapter 617, Florida Statutes)

The undersigned, acting as the incorporator of a corporation not for profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the Corporation:

Article I -- Name

The name of the Corporation is EARTH WEB FOUNDATION, INC.

Article II -- Principal Office

The principal place of business and mailing address of this Corporation shall be 1315 South Orange Avenue, Suite 3A, Orlando, Florida 32806.

Article III -- Duration

The Corporation shall have perpetual duration.

Article IV -- Purpose

The purpose for which the Corporation is organized is to promote environmental causes and related charitable work and to provide programs in environmental education for children and adults.

- (a) The Corporation is organized exclusively for charitable and educational, religious, scientific purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal Tax Code).
- (b) Without in any way limiting the foregoing general purposes, the specific purpose for which the Corporation is organized is to provide environmental education and awareness programs and activities in order to create a more sustainable community.

Article V -- By-Laws

The power to adopt, alter, amend or repeal By-laws for the Corporation shall be vested only in the Directors, as more specifically provided in the By-laws.

Article VI -- Board of Directors

The names and residential addresses of the persons who are to serve as the initial directors are:

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SECRETARY OF STATE

<u>Name</u>	<u>Address</u>
Oswald Saavedra, M.D.	1315 South Orange Avenue, Suite 3A Orlando, Florida 32806
Richard Lee Barrett	18 Wall Street Orlando, Florida 32801
Kimberly Sterling	301 East Pine Street, Suite 300 Orlando, Florida 32801
Darrell Shea, M.D.	818 Oak Street Orlando, Florida 32804
Beth Hollenbeck	P.O. Box 181102 Casselberry, Florida 32718
Linda D'Amato	13908 Budworth Circle Orlando, FL 32832

Article VII – Manner of Election of Directors

The Board of Directors shall consist of at least three (3) Directors that are nominated by the Board's membership committee and voted on by the Board of Directors. This manner is as stated in the By-Laws.

Article VIII – Officers

The Officers of the Corporation shall include a President, Vice-President, Secretary, Treasurer and other Officers as designated by the By-Laws. The Officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the By-Laws.

Article IX – Registered Agent

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

<u>Name</u>	<u>Address</u>
Richard Lee Barrett	18 Wall Street Orlando, Florida 32801

Article X -- Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Richard Lee Barrett	18 Wall Street Orlando, Florida 32801

Article X -- Limitations of Activities

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.
- (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 distribution 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, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation or organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code); or (ii) by a corporation or organization, contributions to which are which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

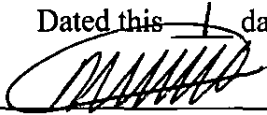
Article XI -- Dissolution

Upon the dissolution of the Corporation, the Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all the residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes which, at the time of such disposition, qualify as an exempt organization, or organizations, under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code), or shall be distributed to the Federal Government, or to a state or local government for a public purpose.

Article XII – Amendments

These Articles may be amended only by the Directors in accordance with the procedure set forth in Chapter 617 of the Florida Statutes, as amended. These Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code), Director, or Officer of the Corporation or any other person to share in any of the Corporation's assets.

Dated this 1 day of November, 2007.



Richard Lee Barrett, Incorporator

Oath of Registered Agent

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent 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 1 day of November, 2007.



Richard Lee Barrett
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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