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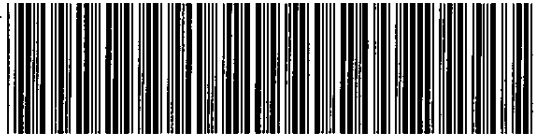
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W08000013045

EP 3/25/08



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 12, 2008

CLAUDIA APAID  
14601 SABAL DRIVE  
MIAMI, FL 33014

SUBJECT: SOW A SEED, INC.  
Ref. Number: W08000013045

We have received your document for SOW A SEED, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6062.

Eula Peterson  
Regulatory Specialist II  
New Filing Section

Letter Number: 408A00015169

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**ARTICLES OF INCORPORATION**

**OF**

**SOW A SEED, INC.**

**The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:**

**ARTICLE I. CORPORATE NAME.**

**The name of this corporation is Sow a Seed, Inc.**

**ARTICLE II. PRINCIPAL OFFICE.**

**The principal place of business and mailing address of this corporation are 14601 Sabal Drive, Miami, FL 33014.**

**ARTICLE III. NOT FOR PROFIT.**

**The Corporation is a nonprofit corporation under the laws of the State of Florida. The corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, Excepts to the extent permissible under law.**

**IV. DURATION**

**The duration of the Corporation is Perpetual.**

**V. PURPOSES**

**The Corporation is organized, and shall be operated exclusively for the following charitable purposes:**

A. To establish and operate a charitable organization for the advancement of the indigent community.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

#### VI. LIMITATION

No part of the net earning of the corporation shall inurte to the benefit of or be distributable to its Members, Trustees or Officers, but 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 in Article 5 hereof.

#### VII. MEMBERS

The corporation shall have Voting Members who shall be elected by the Voting Members and shall have all the rights and privileges of Members of the Corporation. The

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Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as set forth in the Bylaws, but who shall not have the right to vote.

**ARTICLE VIII. INITIAL REGISTERED AGENT AND OFFICE.**

The name and address of the initial registered agent are Claudia Apaid; 14601 Sabal Drive, Miami FL 33014

**ARTICLE IX. INCORPORATORS.**

The names and street addresses of the incorporators to these articles of incorporation are: Michele Baker 5005 Neptune Lane, Fort Lauderdale, FL 33312.

**ARTICLE X. INITIAL BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The Board of Directors shall be elected in a manner as provided for in the Bylaws of the Corporation. The number of Directors constituting the initial Board of Director is 5. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The name and address of each initial Director of the Corporation is as follow:

Claudia Apaid; 14601 Sabal Drive, Miami, FL 33014

Michele Baker; 5005 Neptune Lane, Fort Lauderdale FL 33312

Steve Halloun; 8041 NW 156 Terrace Miami, FL 33016

Sandrine Alkhal; 13295 SW 102<sup>nd</sup> Street Miami, FL 33186.

Dayana Florence Apaid; 7209 NW 41<sup>st</sup> Street Miami FL 33166

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**ARTICLE XI. OFFICERS**

The Officers of the Corporation shall consist of a President, vice-president, Secretary, and a Treasurer. Each officer shall be elected by the Board of Trustee's and may be removed by the Board of Trustee at such time and in such manner as may be prescribed by the Bylaws. The names and addresses of the initial officers are as follow:

**President: Claudia Apaid at 14601 Sabal Drive, Miami, FL 33014**

**Vice-President: Michele Baker at 5005 Neptune Lane, Fort Lauderdale, FL 33312**

**Treasurer: Michele Baker at 5005 Neptune Lane, Fort Lauderdale, FL 33312**

**Secretary: Michele Baker at 5005 Neptune Lane, Fort Lauderdale, FL 33312.**

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#### ARTICLE XII. BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

#### ARTICLE XIII. AMENDMENT

The Corporation reserves the right to mend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, trustees and Officers are subjected to this reservation. The Articles of Incorporation may be amended in Accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to Law.

#### ARTICLES. XIV

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding

sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

**ARTICLE XV. NON-STOCK BASIS**

**This Corporation is organized under a non-stock basis.**

**IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on March 9<sup>h</sup>, 2008.**



**Michele Baker**

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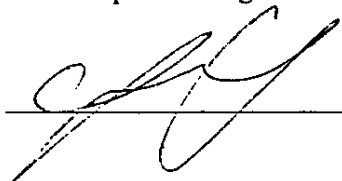
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation Organized under the laws of the state of Florida, submits the following statement in designating the registered agent, in the state of Florida.

The name of the corporation is: **SOW A SEED INC**

The Name of the Registered Agent and office is: Claudia Apaid; 14601 Sabal Drive, Miami, FL 33014

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.

 On 3/10/08

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