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FLORIDA PROFIT/NON PROFIT CORPORATION

shop to earth foundation, inc.

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ARTICLES OF INCORPORATION

OF

**SHOP TO EARTH FOUNDATION, INC.
a Florida Not-for-Profit corporation**

Notice is hereby given that the undersigned incorporator, being of full age, for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapters 607 and 617, Florida Statutes do hereby accept all rights, privileges, benefits and obligations conferred and imposed by said law, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is: **SHOP TO EARTH FOUNDATION, INC.**

ARTICLE II - PRINCIPAL OFFICE, REGISTERED OFFICE and AGENT

The street address of the principal office of the corporation is 2500 Weston Road, Suite 404, Weston, Florida 33331 and the name of the registered agent of this corporation and address of the registered agent is: Adam Scott Goldberg at 1792 Bell Tower Lane, Weston, Florida 33326. The Certificate of Designation of Registered Office/Registered Agent attached hereto is incorporated herein and made a part hereof.

ARTICLE III - DURATION

This corporation shall have a perpetual existence, unless dissolved according to law.

ARTICLE IV - PURPOSES

The purposes for which the corporation is organized are:

- a. This corporation will be organized as a 501c(3) Charitable Organization and shall operate exclusively for charitable, civic, fraternal, educational and scientific purposes; including for such purposes, the making of distributions on a non-sectarian, non-denominational basis to organizations that qualify as exempt organizations under Section 501c(3), 2055(a) and 170c(2) of the Internal Revenue Code of 1986, as amended (the "Code") (or any corresponding provisions of the succeeding law) or as a Non-Profit Corporation in good standing under the Florida law, and this

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corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt educational, charitable, civic, fraternal and scientific purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities.

b. As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

- (1) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and
- (2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and
- (3) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debenture, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired of for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and
- (4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and
- (5) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida and also as Trustee of any Trust, endowment or portfolio; and
- (6) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

c. Notwithstanding anything herein to the contrary, this corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set

forth in Code Sections 501c(3), 2055(a) and 170c(2) (or any corresponding provisions of succeeding law) and the Treasure Regulations thereunder as the same now exist, or as they may be hereafter amended from time to time.

d. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of the exempt organizations described in Code Sections 501c(3), 2055(a) and 170c(2) (or any corresponding provisions of succeeding law). However, reimbursement for expenditures of the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

e. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

f. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, as provided by law and by the bylaws of the Corporation, exclusive to an organization or organizations which themselves are exempt as organizations described in Code Sections 501c(3), 2055(a) and 170c(2) (or any corresponding provisions of succeeding law). Officers and Directors may be reasonably compensated for their services in winding up, liquidating and dissolving this corporation.

ARTICLE V - BOARD OF DIRECTORS

This corporation shall have four (4) Directors. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than three (3). The manner in which the Directors shall be elected shall be set forth in the By-Laws of this corporation. The names and addresses of the initial Directors of this corporation are:

	<u>NAME</u>	<u>ADDRESS</u>
(1)	Pat Welsh	3441 South Eastern Avenue Las Vegas, Nevada 89109
(2)	Dan Swiniarski	3441 South Eastern Avenue Las Vegas, Nevada 89109
(3)	Mark Soderquist	3441 South Eastern Avenue Las Vegas, Nevada 89109
(4)	Roy Oppenheim	2500 Weston Road, Suite 404 Weston, Florida 33331

ARTICLE VI - NON-STOCK BASIS

This corporation is organized under a non-stock basis.

ARTICLE VII - DISPOSITION OF ASSETS ON DISSOLUTION

In the event of dissolution, the residual assets of this corporation shall be turned over to the charitable organizations as set forth herein or in the alternative, the interest therefrom to the charitable organizations if the principal should be invested in an endowment or any other such investment vehicle.

ARTICLE VIII - EXEMPT STATUS; PROHIBITED TRANSACTIONS

Reference in this Article to a Code Section shall also include any corresponding provisions of succeeding law and the Treasure Regulations thereunder.

a. This corporation shall not exercise in any manner, or for any purpose, any power of authority granted herein which may jeopardize the status of this corporation as an exempt organization under Code Section 501c(3).

b. This corporation, during the period it is a "private foundation" as defined in Code Section 509(a), shall not:

- (1) Engage in any act of "self-dealing" as defined in Code Section 4941d which would give rise to any liability for the tax imposed by Code Section 4941;
- (2) Retain any "excess business holdings" as defined in Code Section 4943c which would give rise to any liability for the tax imposed by Code Section 4943;
- (3) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944; and
- (4) Make any "taxable expenditures" as defined in Code Section 4945d which would give rise to any liability for the tax imposed by Code Section 4945.

ARTICLE IX - BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, by a resolution of the Board of Directors by following the procedure set forth therefor in the Bylaws.

ARTICLE X - INCORPORATOR

The name and street address of the incorporator of this corporation is as follows:

Adam Scott Goldberg
1792 Bell Tower Lane
Weston, Florida 33326

ARTICLE XI - AMENDMENT OF ARTICLES

Amendment of these Articles of Incorporation may adopted by the Board and presented to the Board of Directors for their vote. Amendments may be adopted by the affirmative vote of

majority of the members of the Board of Directors of the Corporation and as further set out in the Bylaws of the Corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officers, Trustee or employee of the Corporation, or any former officer or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15 day of OCTOBER, 2008.


Adam Scott Goldberg - Incorporator

STATE OF FLORIDA }
 }
COUNTY OF BROWARD }

The foregoing Articles of Incorporation were acknowledged before me on this 15 day of October, 2008, by Adam Scott Goldberg, who is personally known to me.




Notary Public
My commission expires: Sept 12, 2010

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE MADE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

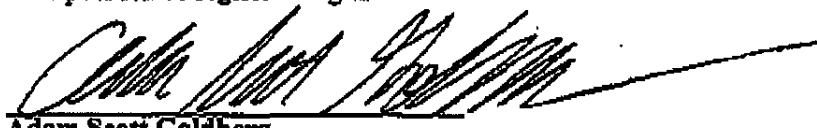
SHOP TO EARTH FOUNDATION, INC.

2. The name and address of the registered agent and office is:

ADAM SCOTT GOLDBERG
c/o Krause & Goldberg P.A.
1792 Bell Tower Lane
Weston, Florida 33326

ACKNOWLEDGMENT

Having been named as Registered Agent to accept Service of Process for the above named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity. I agree to comply with the performance of said duties, and I am familiar with and accept the obligation of such position as registered agent.



Adam Scott Goldberg

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