

To: FL Dept. of State
Subject: 000650109376
Division of Corporations

From: Katie Wonsel

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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FLORIDA PROFIT/NON PROFIT CORPORATION

CLEAN AND GREEN ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CLEAN AND GREEN ENTERPRISES, INC.**

ARTICLE I - NAME

The name of the company is Clean and Green Enterprises, Inc. (hereinafter called the "Company").

ARTICLE II - MAILING ADDRESS

The current mailing address of the principal place of business of the Company is 2146 Victory Garden Lane, Tallahassee, Florida 32301.

ARTICLE III - REGISTERED AGENT

The street address of the Company's registered office is 2146 Victory Garden Lane, Tallahassee, Florida 32301. The name of the Company's registered agent at that address is Danielle K. Montes.

ARTICLE IV - PURPOSE

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida and the Company shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares of all classes of capital stock which the Company shall have the authority to issue is 125,000,000, consisting of (i) 100,000,000 shares of common stock, par value \$.001 per share (the "Common Stock"); and (ii) 25,000,000 shares of Preferred Stock, par value \$.001 per share (the "Preferred Stock").

A. Provisions Relating to the Common Stock

1. **Voting Rights.** Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of the Preferred Stock, as herein provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock with each share of Common Stock entitled to one vote.

2. **Dividends.** Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefore, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Company, whether or not shares of such class or series are already outstanding) or otherwise.

3. **Liquidating Distributions.** Upon any liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Company, if any, shall be distributed pro rata to the holders of Common Stock in accordance with their respective rights and rests to the exclusion of the holders of Preferred Stock.

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B. Provisions Relating to Preferred Stock

1. General. The Preferred Stock may be issued from time to time, in one or more classes or series, the shares of each class or series to have such designations powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Preferences. Subject to the rights of the holders of the Company's Common Stock, authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time, in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance, conversion and redemption of any such Preferred Stock, and, with respect to each class or series of Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, special or conditional, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the periodic amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock or other property of the Company, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable, on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Company;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Company and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may

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decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors shall consist of no less than two (2) nor more than nine (9), and the exact number of Directors shall be fixed from time to time in the manner provided in the Company's Bylaws.

ARTICLE VII - INDEMNIFICATION

The Company shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Company's Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE VIII - BYLAWS

The Board of Directors or shareholders owning at least a majority of the outstanding shares of capital stock of the Company entitled to vote at a shareholders' meeting duly called for such purpose shall have the power to adopt, amend or repeal the Bylaws or any part hereof.

ARTICLE IX - AMENDMENT

Except as provided herein, these Articles of Incorporation may be altered, amended or repealed by the shareholders of the Company in accordance with Florida law.

ARTICLE X - INCORPORATOR

The name and address of the incorporator of the Company is Terence L. Bolden, 2146 Victory Garden Lane, Tallahassee, Florida 32301.

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18 IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this
day of August, 2009.


Terence L. Bolden, Incorporator

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT
OF
CLEAN AND GREEN ENTERPRISES, INC.**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Danielle K. Montos

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