

N9500000963

(Requestor's Name)

Lisa Ann Liotta
1325 Meridian Ave. No. 5
Miami Beach, FL 33139

OFFICE USE ONLY

Scanned TO ATTY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. E-COMB, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

STREET 27 W 8:35

W95-1335
626
2295
509
611



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 26, 1995

MICHAEL R. GOLDSTEIN, ESQ.
3034 OAK AVE.
SUITE 24
COCONUT GROVE, FL 33133

SUBJECT: E-COMB, INC.
Ref. Number: W95000001885

We have received your document for E-COMB, INC. and your check(s) totaling \$122.50. 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. A statement making reference to the bylaws is acceptable.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

The corporate name must be identical throughout the document.

Please return 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 (904) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 895A00003385

ARTICLES OF INCORPORATION
OF
E-COMB, INC.

ARTICLE I
NAME

The name of the corporation shall be E-COMB, Inc.(hereinafter "Corporation") whose address shall be 420 Lincoln Road, Suite 356, Miami Beach, Florida.

ARTICLE II
PURPOSE

A. This Corporation is a not for profit corporation, organized for the purpose of promoting and advancing the environmental well being of coastal communities, especially in the vicinity of Miami Beach, Florida by heightening public environmental awareness through educational and promotional programs. The purposes for which the Corporation is organized are exclusively educational and scientific within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

B. In order to accomplish the Corporation's purposes the Corporation may (i) acquire by gift, devise, purchase, lease or otherwise any interest or rights in real or personal property of all kinds, tangible or intangible, (ii) use, manage, sell, convey, lease, invest, dispose of, or otherwise deal with such real and personal properties, (iii) acquire and disseminate, and cause and encourage the acquisition and dissemination of information to the general public and to similar foundations or corporations, including those concerned with those interests described in A above, and (iv) exercise all the powers enumerated in Section 617.021, Florida Statutes (1991), all in such manner as the Board of Directors shall deem appropriate to carry out the purposes of the Corporation, subject however to such limitations as may be contained in these Articles of Incorporation, the Bylaws of the Corporation, the instruments under which such properties are acquired, and all laws applicable thereto. Further, the Corporation may perform all acts and do all things deemed necessary or desirable to further its purposes, and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not for profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501 (c) (3) of the Internal Revenue Code of 1986.

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FILED
SECRETARY OF STATE
FLORIDA

ARTICLE III
MEMBERSHIP

Membership shall be limited to persons who are members of the Board of Directors of the Corporation and who otherwise comply with the requirements established from time to time by the Bylaws of the Corporation to be hereafter adopted.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The Corporation's initial registered agent and address shall be:

Michael R. Goldstein, Esq.
3034 Oak Avenue, Suite 24
Coconut Grove, Florida 33133

ARTICLE V
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors having at least three (3) members and elected in accordance with the bylaws of the Corporation. The number of directors may be increased or decreased from time to time, in accordance with the bylaws of the Corporation, but shall never be less than three. The names and addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Victor A. Varela	6770 Indian Creek Drive, #16-B Miami Beach, FL 33141
Lisa A. Liota	1045 10th. Street, #601 Miami Beach, FL 33139
Clifton A. Cloud	2383 Flamingo Drive, # 1 Miami Beach, FL 33140

ARTICLE VI
INCORPORATOR

The name and address of the incorporator of the Corporation is:

Victor A. Varela
c/o Florida Productions, Inc.
420 Lincoln Road, Suite 356
Miami Beach, Florida 33139

ARTICLE VII DISSOLUTION

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to one or more not for profit funds, foundations, or corporations which, are organized and operated most nearly for the purposes of this Corporation and which have established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, or to the United States government.

ARTICLE VIII LIMITATIONS

No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Internal Revenue Code of 1986), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions of which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code Law.)

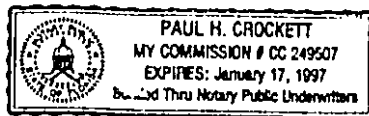
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 9th day of January, 1995.

Victor A. Varela
Incorporator, Victor A. Varela

STATE OF FLORIDA }
 } ss:
COUNTY OF DADE }

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Victor Varela, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 9th day of January, 1994.



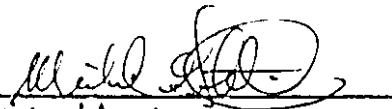
Paul H. Crockett
Notary Public, State of Florida
at Large

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of E-COMB, Inc., I accept such appointment and agree to act in such capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accept the duties and obligations of Section 607.325, Florida Statutes.

Dated this 16th day of February, ~~1994~~ ¹⁹⁹⁵.



Registered Agent

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