

NO1880005629

CHARTERED LAW FIRM OF  
AUBIN WADE ROBINSON  
Attorneys at Law

3 August 2001

MAIL REPLY TO:  
P. O. BOX 210425  
ROYAL PALM BEACH, FL 33421

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

700004519597--4  
-08/06/01--01107--007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Subject: Incorporation of "Arbor Vitae, Inc."

Dear Clerk:

Enclosed please find an original and two (2) copies of the articles of incorporation and a check for \$87.50:

Filing Fees .....	\$ 35.00
Two Certified Copies .....	\$ 17.50
Registered Agent designation.	\$35.00
TOTAL .....	\$ 87.50

Please return all documents to:

Chartered Law Firm of AUBIN WADE ROBINSON  
P. O. Box 210425  
Royal Palm Beach, FL 33421

Tel: 561.333.8755

FILED  
01 AUG -6 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Respectfully,

*Eula R. Robinson-Clarke*  
EULA R. ROBINSON-CLARKE

8-9-01  
ME

TELEPHONE:  
561.333.8755

FAX:  
561.791.7950

EMAIL:  
Aubin\_Wade\_Robinson@Juno.com

Office Locations:

◆ PALM BEACH:

Royal Plaza, Esplanade  
505 Royal Palm Beach Blvd.  
Royal Palm Beach, Florida

◆ BROWARD:

Envirwood Executive Plaza, Suite 205  
5950 West Oakland Park Blvd.  
Fort Lauderdale, Florida

◆ MARTIN:

1045 East Ocean Boulevard  
Suite #5  
Stuart, Florida

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**ARBOR VITAE, INC.**  
a Florida Nonprofit Corporation

**ARTICLE I.  
NAME and IDENTITY**

The name of this corporation is **Arbor Vitae, Inc.**

There shall be a logo uniquely identifying this organization which shall be established in the bylaws.

**ARTICLE II.  
STATEMENT OF CORPORATE NATURE**

This is a nonprofit corporation organized for charitable, religious, educational and/or scientific purposes pursuant to the Florida Corporations Not for Profit law set forth in Part 1 Chapter 617 of the Florida Statutes.

**ARTICLE III.  
GENERAL AND SPECIFIC PURPOSES**

(a) The specific and primary purposes for which this corporation is formed are to operate for the furtherance of the common good and general welfare of the community, and for other charitable purposes, by the distribution of its funds for such purposes, more particularly low income housing and community based redevelopment efforts to enhance the knowledge and use of environmentally friendly community projects in the U.S., the Caribbean and Third World nations where there is a need to focus on life skills development which promote sustainable community development and enhances the quality of life.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable, religious, educational and/or scientific purposes as an exempt organization under Section 501(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

#### **ARTICLE IV. TERM**

This corporation shall have a perpetual existence.

#### **ARTICLE V. MEMBERSHIP**

The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

#### **ARTICLE VI. INCORPORATOR(S)**

The names and residence addresses of the incorporator(s) this corporation are as follows:  
Monica Anderson, 2025 SE Hanford Road, Port St. Lucie Florida 34952

#### **ARTICLE VII. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT.**

(a) The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located in the County of St. Lucie at 2025 SE Hanford Road, Port St. Lucie Florida 34952.

(b) The name and address of this corporation's registered agent is: **EULA R. ROBINSON-CLARKE, Attorney, 505 Royal Palm Beach Blvd, Royal Palm Beach, FL 33411.**

#### **ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS**

(A) Board of Directors: The Powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be a minimum of FIVE (5) provided, however, that maximum number shall be set and may be changed by the bylaws duly adopted.

**ARTICLE X.  
DEDICATION OF ASSETS**

The assets of this corporation are irrevocably dedicated exclusively for charitable, religious, educational and/or scientific purposes as an exempt organization under Section 501(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

**ARTICLE XI.  
DISTRIBUTION OF ASSETS FOR ACTIVITIES**

No part of net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles. No substantial part of the activities of the organization shall be of carrying on propaganda, or otherwise attempt to influence legislation. The organization shall not participate in, or intervene in (including the publishing or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

**ARTICLE XII.  
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution or winding up of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws, or shall be distributed to the federal government, or to state or local government for a public purposes.

**ARTICLE XIII.  
AMENDMENT OF ARTICLES**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of board of directors of the corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, at which time an election of directors shall be held. Directors elected at the first annual meeting, and at all times thereafter, shall be elected and serve in accordance with the bylaws, and until the qualification of the successors in office.

Annual meetings of the Membership shall be held in December of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution, or as provided in the bylaws.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the board of directors are as follows:

Dean Martin, , President	2025 SE Hanford Rd, Port St. Lucie FL 34952
Monica G. Anderson, Vice President	2025 SE Hanford Rd, Port St. Lucie FL 34952
Monica G. Anderson, Treasurer	2025 SE Hanford Rd, Port St. Lucie FL 34952
Icelena Foster, Secretary	7401 Wintergarden Prky, Ft. Pierce, FL 34951

(B) *Corporate Officers.* The board of directors shall elect the following officers: President, Vice President,, Treasurer, and Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

<b>President:</b>	Dean Martin
<b>Vice President:</b>	Monica G. Anderson
<b>Treasurer:</b>	Monica G. Anderson
<b>Secretary:</b>	Icelena Foster

#### 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, either by a resolution of the majority of board of directors or by following the procedure set forth in the bylaws.

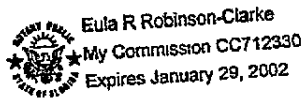
The undersigned, being the Incorporator of this corporation, for the purpose of the Articles of Incorporation of this nonprofit charitable corporation under the Laws of Florida have executed these articles of incorporation on: August 3, 2001.

Monica Anderson  
Signature

STATE OF FLORIDA     )  
  )  
ST. LUCIE COUNTY     )

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Monica Anderson and known to me to be the person who executed this foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the State and County aforesaid, this 3<sup>rd</sup> day of August, 2001.



(Seal)

Eula R. Clarke  
Notary Public, State of Florida

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.

August 3, 2001  
Date

Eula R. Clarke  
EULA R. ROBINSON-CLARKE  
ATTORNEY AT LAW