

08/26/2003 11:50 3123 58 54
Division of Corporations

SM

AGE 01/84
1 12

N03000007405

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

FILED
03 AUG 26 AM 9:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000261403 7))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : STEVEN M. CHAMBERLAIN, P.A.
Account Number : I20010000119
Phone : (352) 375-8540
Fax Number : (352) 375-8554

FLORIDA NON-PROFIT CORPORATION

Sustainable Cambodia, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

✓ D. WHITE AUG 27 2003

FILED

H03000261403 7 03 AUG 26 AM 9:14

Sustainable Cambodia, Inc.
Articles of Incorporation

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned citizens of the United States, desiring to form a Non-Profit Corporation under Chapter 617 of the Statutes of the State of Florida, do hereby certify:

Article I Name

The name of the Corporation shall be Sustainable Cambodia, Inc.

Article II Principal Office

The principal place of business and mailing address of this Corporation shall be 1110 NE Third Street, Gainesville, Alachua County, Florida.

Article III Purpose

The corporation is organized exclusively for charitable and educational purposes, including for such purposes the following:

- i. Helping the residents of the Cambodian village of Osdao and its surrounding area create a self-sustaining community where people want to live, with healthy water and facilities, quality homes, good food, health care and education for the residents, where there is environmental and social responsibility and employment that allows them to sustain and continually improve their quality of life.
- ii. Maintaining a long-lasting relationship with and commitment to the people of Osdao, assisting them in increasing their own self-sufficiency and quality of life.
- iii. Empowering the residents of Osdao and other Cambodian communities in which we work so that they will be able to maintain and improve their quality of life with a minimum of ongoing outside financial assistance, creating a community where many residents will voluntarily stay or return because of the high quality of life created there.
- iv. Assisting the residents of Osdao in spreading the model used in Osdao to other communities throughout Cambodia and, through the model developed in Osdao, raising the economic, educational, environmental and social quality of life for all residents of Cambodia
- v. Making distribution as appropriate to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

All of the foregoing purposes shall be accomplished exclusively for 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, and notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization 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.

Article IV Number, Terms and Election of Directors

The initial board of directors shall consist of five directors. The terms and election of directors, and provisions for increasing or decreasing the number of directors, shall be subject to the terms and provisions of the Bylaws.

Article V Initial Directors and Officers

H03000261403 7

H03000261403 7

The names and addresses of the persons who are the initial Directors and Officers of the corporation are as follows:

Director; President:

Bruce Lasky 2221 NW 36th Drive, Gainesville, FL 32625

Director; Executive Vice President:

Sakkony Yeang #139-E2 Street 15 Phsakandal, 11, Doun Penh, Phnom Penh, Cambodia

Director:

Trond Gilberg #139-E2 Street 15 Phsakandal, 11, Doun Penh, Phnom Penh, Cambodia

Director, Treasurer/CFO:

Richard R. Allen 1110 N.E. 3rd Street, Gainesville, FL 32601

Director, Secretary:

Susan J. Mastin 1110 N.E. 3rd Street, Gainesville, FL 32601

Article VI Initial Registered Agent and Street Address

The Registered Agent of the corporation is:

Richard R. Allen 1110 N.E. 3rd Street, Gainesville, FL 32601

Article VII Incorporator

The Incorporator of the corporation is:

Richard R. Allen 1110 N.E. 3rd Street, Gainesville, FL 32601

Article VIII Prohibited Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, 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 the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Article IX Dissolution and Distribution of Assets

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes, or shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof

H03000261403 7

H03000261403 7

FILED

03 AUG 26 AM 9:14

by the Attorney General or by any person concerned in the liquidation, exclusively for such purposes or to such organization or organizations as said Court shall determine are organized and operated exclusively for exempt purposes.

[Signature] 8/26/03
Signature/Registered Agent Date

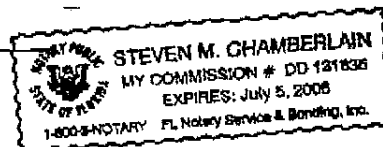
[Signature] 8/26/03
Signature/Incorporator Date

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Susan J. Mastin, who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 26 day of August, 2003.

[Signature]
NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:



REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT

Having been named as Registered Agent to accept service of process for Sustainable Cambodia, Inc. a Florida nonprofit corporation, at the place designated in this certificate, I certify that am familiar with the appointment as Registered Agent. I hereby agree to act in this capacity and accept my appointment as registered agent.

[Signature] 8/26/03
Signature/Registered Agent Date

H03000261403 7