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Jan Roberts
P R E S I D E N T

Human Rights, Elimination of Poverty, Culture of Peace & Respect for Nature.

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Amended test

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EARTH CHARTER US, INC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Document No. N04000011807

Pursuant to provisions of Section 617.1007, Florida Statutes, the Articles of Incorporation of Earth Charter USA Communities Initiatives Not For Profit Corporation, a Florida non-profit corporation, originally filed with the Florida Department of State on December 20, 2004 and assigned document number N04000011807, are hereby amended and restated in their entirety as follows:

ARTICLE I

The name of the corporation is: EARTH CHARTER US, INC.

ARTICLE II

The principal place of business address of the corporation is: 2109 Bayshore Boulevard #804, Tampa, FL 33606.

ARTICLE III

The mailing address of the corporation is: 2109 Bayshore Boulevard #804, Tampa, FL 33606.

ARTICLE III

The specific purpose for which the corporation is organized is to build communities based on ecological integrity, social and economic justice, democracy and nonviolence through implementation of Earth Charter principles by individuals, schools, business and neighborhoods.

A. The corporation is organized exclusively for charitable, religious, education and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the

purpose clause 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 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 an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

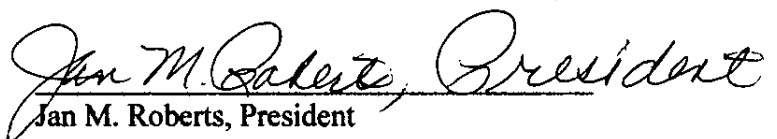
C. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.

ARTICLE IV

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons, the exact number of which shall be fixed from time to time in accordance with the provisions of the Bylaws. The initial board of directors shall be appointed by the incorporator. The method of election of future directors shall be as provided in the Bylaws.

These Amended and Restated Articles were adopted by the Board of Directors effective March 5, 2007. There are no members.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on March 5, 2007.


Jan M. Roberts, President