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FLORIDA NON-PROFIT CORPORATION

plant & tree clinics, inc.

Certificate of Status	0
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Articles of Incorporation of
Plant & Tree Clinics, Inc.

I, the undersigned natural persons of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Florida Non-Profit Corporation Act, do hereby adopt the following articles of incorporation for such Corporation.

ARTICLE ONE
Name and Address

The name of the corporation is Plant & Tree Clinics, Inc. and the address is 7004 SW 40 Street Miami FL 33155.

ARTICLE TWO
Nonprofit Corporation

The Corporation is a nonprofit corporation.

ARTICLE THREE
Duration

The period of the Corporation's duration is perpetual.

ARTICLE FOUR
Purposes

Section 4.01. The Corporation is organized exclusively for charitable, scientific, and educational purposes as defined in Section 501(c)(7) of the Internal Revenue Code. These activities shall include but not be limited to acquiring by gifts and donations funds to be donated to other charitable entities as defined in Section 501 (c)(7).

Section 4.02. Notwithstanding any other provision of these articles of incorporation:
a. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

b. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(7) of the Internal Revenue Code and its regulations as they now exist or as they may

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Hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.

c. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to other charitable organizations which would then qualify under the provisions of Section 501(c)(7) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

d. The Corporation is organized pursuant to the Florida Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE FIVE Membership

The Corporation shall have no voting members.

ARTICLE SIX Initial Registered Office and Agent

The street address of the initial registered office of Plant & Tree Clinics, Inc.
And the name of its initial registered agent is:

Bertila Ramos
7004 SW 40 Street
Miami, Florida 33155

ARTICLE SEVEN Directors

The number of Directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of those people who are to serve as the initial Directors are:

Name	Address
Bertila Ramos President	7004 SW 40 Street Miami, FL 33155

Tania Barrera
Secretary

13552 SW 62 ST
Miami FL 33186

Samuel Garmilla
Treasurer

12401 W. Ockechobee RD
Apartment 100
Miami FL 33018

The manner in which directors are elected will be stated in the by-Laws.

ARTICLE EIGHT Indemnification of Directors and Officers

Each Director and each officer or former Director or officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified:

a. With respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty,

B. With respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable Payment made primarily with a view to avoiding expense of litigation, or

C. With respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, and vote of Directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

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ARTICLE NINE
Limitation on Scope of Liability

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the corporation, except and only for the following:


- a. A breach of the Director's duty of loyalty to the Corporation;
- b. An act or omission not in good faith by the Director or an act or omission that involves intentional misconduct or knowing violation of the law by the Director;
- c. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- d. An act or omission by the Director for which liability is expressly provided by statute.

ARTICLE TEN
Incorporator

The name and street address of the Incorporator is:

Name	Address
Bertila Ramos	7004 SW 40 Street Miami, Florida 33155

In witness whereof, I have hereunto set my hand, this 31 day of March, 2005.


Bertila Ramos

Acknowledgment

Having been named above as registered agent to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in the capacity, and agree to comply with the provision of said act relative to keeping open said office.


Bertila Ramos

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