

**N050000035/8**

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

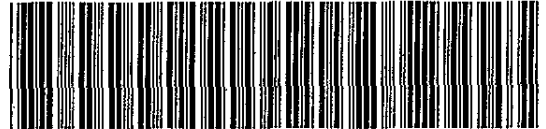
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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Office Use Only



**300042510513**

11/24/04--01012--016 \*\*78.75

05 APR -5 AM 9:57  
SECRETARY DATE  
ALL INFORMATION  
FBI

~~11-11-110803~~

T. Hampton APR 22 2005

## TRANSMITTAL LETTER

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

**SUBJECT:** COMMON GROUND FOR CONSERVATION, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** MILDRED REAL  
Name (Printed or typed)

7711 SW 100 STREET  
Address

MIAMI, FL 33156  
City, State & Zip

305-279-1946  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

Erick A. Espinosa-Eppstein  
Espinosa-Eppstein & Associates, LLC  
250 Catalonia Avenue, Suite 501  
Coral Gables, FL 33134

**EE & A**  
**LLC** *Espinosa-Eppstein & Associates, LLC*

*"Achieve Your Accounting Goals Today..."*

Monday, January 31, 2005

**Via US Mail**

Mrs. Tammy Hampton  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

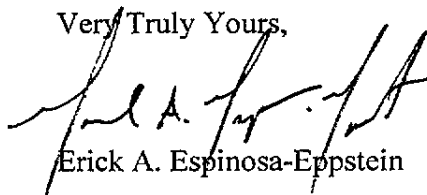
Dear Tammy:

Attached please find copies of the second executed Articles of Incorporation for Common Ground for Conservation, Inc.

As of December 20, 2004, Espinosa-Eppstein & Associates, LLC (herein after "EEA") is terminating our professional relationship with Common Ground for Conservation, Inc. (herein after "CGC, Inc.") its directors. Our services consisted of incorporation services and were concluded upon execution and delivery of the first Articles of Incorporation on November 11, 2004. Since then, CGC, Inc.'s president, Mildred Real, brought to our attention her inconformity with language within the incorporation documents which she was responsible for writing and approving. We have been more than willing to resolve the matter expeditiously, but frankly she has not allowed us; after seven telephone calls from November 12, 2004 to December 20, 2004, we were simply not willing to continue chasing her. If the process was delayed it has certainly been due to her neglect.

We respectfully request that all future inquires concerning CGC, Inc. be directed to CGC, Inc. as we did not write the language within the second executed Articles of Incorporation.

Very Truly Yours,



Erick A. Espinosa-Eppstein

Enclosure: As State Above

File:EEandALLC:divisionofcorporation.ltr



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

February 4, 2005

MILDRED REAL  
7711 SW 100 ST  
MIAMI, FL 33156

SUBJECT: COMMONGROUND FOR CONSERVATION, INC.  
Ref. Number: W04000042803

RECEIVED  
05 APR -5 AM 8:18  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for COMMONGROUND FOR CONSERVATION, INC. and your check(s) totaling \$78.75. 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 or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of 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 (850) 245-6855.

Tammy Hampton  
Document Specialist  
New Filings Section

Letter Number: 405A00008083



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 9, 2004

ERICK A ESPINOSA-EPPSTEIN  
250 CATALONIA AVE  
STE 501  
CORAL GABLES, FL 33134

05 FEB -3 PM 3:32

RECEIVED

We have received your document for COMMON GROUND FOR CONSERVATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of 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 (850) 245-6855.

Tammy Hampton  
Document Specialist  
New Filings Section

Letter Number: 904A00068925

W04000042803

FILED

05 APR -5 AM 9:57

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**COMMON GROUND FOR CONSERVATION, INC.**

**A Non-Profit Corporation**

Pursuant to the provision of the Nonprofit Corporation Act of the Florida State, the undersigned incorporators hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this corporation is **Common Ground for Conservation, Inc.**

**ARTICLE II**

**PURPOSES**

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Florida Nonprofit Public Benefit Corporation Law for charitable and public purposes. The Corporation is organized, and will be operated, exclusively for charitable, educational, literary and scientific purposes within the meaning of § 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States tax code. Any reference in these Articles to the Code shall include the corresponding provisions of any further United States tax code.

In furtherance of the foregoing purposes, the Corporation shall, except as limited by Article VI hereof, pursue the charitable and public purposes of promoting the local, regional and global public interest in the preservation, conservation, and restoration of the environment to increasing public knowledge about environmental issues enhancement the environmental and cultural awareness, ensuring equal participation of ethnic minorities and the inclusion of Gender.

To accomplish these purposes, the Corporation shall develop and promote environmental education, cross-cultural, and technical programs and shall provide the access to the information on issues of common concern, to improve the quality of life and to protect the environment as integral part of the process of sustainable development.

**ARTICLE III**

**PRINCIPAL OFFICE & MAILING ADDRESS**

The principal office and mailing address of the Corporation shall be:

9990 SW 77th Avenue Suite 215 Miami, FL 33156

**ARTICLE IV**

**ELECTION OF CORPORATE DIRECTORS**

The powers of this corporation shall be exercised, its properties controlled, and its affairs managed by a Board of Directors. The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. The number of Directors of the Corporation may be increased or diminished from time to time in accordance with the By Laws. In no event, shall the number of directors be fewer than three.

The names and address of the initial Board of Directors are as follows:

Mildred A. Real, President	Carlos J. Gómez, Treasurer	Aníbal J. Real, Secretary
7711 SW 100 Street	7711 SW 100 Street	7711 SW 100 Street
Miami, Fl 33156	Miami, Fl 33156	Miami, Fl 33156

#### **ARTICLE V**

##### **TERM**

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

#### **ARTICLE VI**

##### **POWERS**

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may amended:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable salary or compensation for services rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation, and to make payments and other distributions in furtherance of the purposes set forth in Article II.
2. No substantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article II.
3. No substantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of § 501(h) of the Internal Revenue Code, as may amended.
4. In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.
5. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992- 2 C.B. 411-12, as may be amended, superseded or modified. The bylaws of the Corporation shall adopt these provisions accordingly.

#### **ARTICLE VII**

##### **DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

**ARTICLE VIII****DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 operated exclusively for such purposes.

**ARTICLE IX****AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles may be amended by the affirmative vote of at least two-thirds of the directors of the Corporation.

**ARTICLE X****INITIAL REGISTERED AGENT AND OFFICE**

The Registered Agent and Registered Office of the Corporation are:

Mildred Real, President  
9990 SW 77<sup>th</sup> Avenue Suite 215  
Miami, FL 33156

**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the Registered Agent of the Common Ground for Conservation, Inc., and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment 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.


Dated this 18 day of Nov 2004

By: 

**ARTICLE XI****INCORPORATOR**

The name and address of the Incorporator executing these Articles of Incorporation is:

Mildred Real, President  
9990 SW 77<sup>th</sup> Avenue Suite 215  
Miami, FL 33156

  
\_\_\_\_\_  
Signature Incorporator

  
\_\_\_\_\_  
Date