

105000009868

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

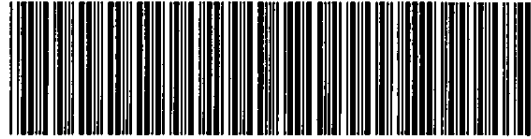
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FILED  
07 JAN 25 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend & N.C.*

C. Coughlin JAN 25 2007

**HOOPER FINANCIAL SERVICES**

**LARRY K. HOOPER**

**1207 S. WASHINGTON AVE.**

**MARSHALL, TX 75670-6214**

**PHONE 903-935-9911 FAX 903-935-9914**

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December 21, 2006

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

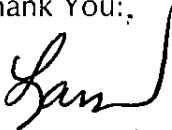
Dear Sirs:

Please file the enclosed Articles of Amendment and return the Certified Copy and Certificate of Status to:

Hooper Financial Services  
1207 S. Washington Avenue  
Marshall, TX 75670-6214

If you have any questions or are in need of any additional information please let me know.

Thank You,



Larry K. Hooper CPA

# HOOPER FINANCIAL SERVICES

LARRY K. HOOPER

1207 S. WASHINGTON AVE.

MARSHALL, TX 75670-6214

PHONE 903-935-9911 FAX 903-935-9914

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January 22, 2007

Cheryl Coulliete, Document Specialist  
Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Ms. Coulliete:

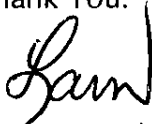
This letter is in response to your letter of January 10, 2007. A copy of that letter is enclosed for your reference. We have included an article regarding the name change as you requested.

Please file the enclosed Articles of Amendment and return the Certified Copy and Certificate of Status to:

Hooper Financial Services  
1207 S. Washington Avenue  
Marshall, TX 75670-6214

If you have any questions or are in need of any additional information please let me know.

Thank You:



Larry K. Hooper CPA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 10, 2007

HOOPER FINANCIAL SERVICES  
LARRY HOOPER  
1207 S. WASHINGTON AVE.  
MARSHALL, TX 75670-6214

SUBJECT: RESCUEEARTH, INC.  
Ref. Number: N05000009868

*Rec.  
01-25-07*

We have received your document for RESCUEEARTH, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Please return 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) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 307A00002041

**ARTICLES OF AMENDMENT  
OF  
RESCUEEARTH, INC.  
Document Number: N05000009868  
(A NOT-FOR PROFIT CORPORATION)**

FILED  
07 JAN 25 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THERE WERE NO MEMBERS ENTITLED TO VOTE ON THIS AMENDMENT.**

The undersigned Board of Trustees of RESCUEEARTH, INC. adopt the following Articles of Amendment for such corporation <sup>on DEC. 12, 2006.</sup> The Original Articles of Incorporation filed on SEPTEMBER 23, 2005 are hereby amended as follows:

**ARTICLE I  
NAME**

Article I of the original Articles of incorporation are hereby amended to state that the new name of the Corporation will be: RESCUE EARTH, INC.

**ARTICLE III  
ADDITIONAL PURPOSES**

Article III of the original Articles of Incorporation indicate that the primary purpose of the organization is "to do any and all lawful acts, business and commerce lawful under the laws or the State of Florida and the United States".

Article III is hereby amended to state that the purposes of the organization will be limited to charitable, scientific and educational purposes. The purposes for which the corporation is organized are:

to operate exclusively for religious, charitable, educational and distinct ecclesiastical Purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law thereto, and such purposes shall include the following:

Rescue Earth is dedicated to promoting conservation to children. We firmly believe that education is key to instilling a deep respect for the Earth's well being. And with knowledge, we hope comes action -- positive steps that collectively benefit our ailing environment.

Our plan is to Customize educational games, multimedia tools such as graphics, music, and animation, as well as online communities as are our primary tools for capturing this finicky audience: children from 5 to 18. Add to that the enticement of prizes, school-to-school competitions, field trips, and free passes to "green" activities, and we have a loyal and attentive following of all ages.

The strategy is to engage each child in making a positive impact on the environment. It starts by asking the children to hunt for clues buried in our games, video clips, online communities and site pages.

Once the facts are mastered, children can win prizes that bring them face to face with the creatures, species, and elements that are at risk. Prizes include promotional entries to state and national parks, zoos, aquariums, botanical gardens, and more. There, they are asked to select a creature, plant, or element to rescue.

Using our programs, children can then put into action a plan to help rescue their targeted species or element. And again, with each completed step comes the possibility of winning additional prizes.

Our partnership with Miami-Dade Public School System will guarantee us a captive audience 365,000-students strong. And that's just the beginning. We're confident to double that number within our first year through television advertisements, cross- promotional Web links, Web page ranking, creative events, innovative marketing approaches and a formidable sales team.

## **ARTICLE V** **BOARD OF DIRECTORS**

Article V of the Articles of Incorporation are hereby amended to state that the board of directors is as follows:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Jose Rivas	President and Director	1627 Brickell Ave, #2805 Miami, FL 33129
Troy Hartman	Vice Pres and Director	3695 Fenelon Street San Diego, CA 92106
Ruby Rivas	Secretary and Director	7041 SW 129 <sup>th</sup> Ave Apt 1 Miami, FL 33183
Larry Hooper	Treasurer and Director	1207 S. Washington Ave. Marshall, TX 75670-6214
Ana Firpi	Director	1627 Brickell Ave, #2805 Miami, FL 33129

**ARTICLE VI**  
**CORPORATE POWERS**

Article VI, "Corporate Powers" is hereby amended to read as follows:

In accordance with and in addition to the powers conferred by the laws of the State of FLORIDA, the Non-profit Corporation shall have the following powers:

- (a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.
- (b) To raise and assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credit.
- (c) To acquire, own, lease, mortgage and dispose of property, both real and personal.
- (d) To conduct and carry on educational services and instruction through the public media, including electronic broadcasting, AM and FM radio, telecasting, microwave distribution, closed circuit transmission, and cable television.
- (e) To acquire, own and operate such broadcasting and/or telecasting facilities.
- (f) To accept, property and donations in trust for charitable purposes.
- (g) To acquire, hold, own, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds obligations or other securities of other corporations, domestic or foreign, as investments or otherwise, in carrying out any of the purposes of the corporation and, while the owner thereof, to exercise all rights, powers and privileges of ownership, including the power to vote thereon.

**Article IX is added as follows:**

**ARTICLE IX**  
**501(c)(3) LANGUAGE**

RESCUE EARTH, INC.,

is not organized for pecuniary gain or profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any members, directors, trustees or individuals, except that RESCUE EARTH, INC., shall be authorized and empowered to pay a reasonable compensation for services to employees who render services in furtherance of the purposes of the organization. No substantial part of the activities of RESCUE EARTH, INC, shall be the carrying on of propaganda or otherwise attempting to influence legislation, and, they shall not participate in or intervene in (including the publishing or distribution of statements) a political campaign.

Notwithstanding any other provisions of these articles, RESCUE EARTH, INC, shall not carry on any other activities not permitted to be carried on by:

- (a) A corporation 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 or,
- (b) A corporation, contributions to which are deductible under Sections 170 (c) (2) and 509 (a) (1) of the Internal revenue code of 1986, or the corresponding provision of any future United States Internal Revenue law.



(c) In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all of the business, property and assets of the corporation shall go and be distributed to such non-profit corporation qualifying as a organization except under the provisions of Section 501 (c) (3) and 170 of the Internal Revenue Code of 1986, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose, as the directors or trustees of the corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such members, or for any other such purpose. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is located, exclusively for such purposes, or the organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

### AMENDING BODY

The names and addresses of the Board of Trustees who ascribed to these Articles of

Amendment are:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Jose Rivas	President and Director	1627 Brickell Ave, #2805 Miami, FL 33129
Troy Hartman	Vice Pres and Director	3695 Fenelon Street San Diego, CA 92106
RUBY RIVAS	Secretary and Director	7041 SW 129TH AVE #1 Miami, FL 33183
Larry Hooper	Treasurer and Director	1207 S. Washington Ave. Marshall, TX 75670-6214
Ana Firpi	Director	1627 Brickell Ave, #2805 Miami, FL 33129

IN WITNESS WHEREOF, the undersigned Officers and Directors have executed these Articles

✓ of Amendment this 12<sup>TH</sup> day of DECEMBER 20 06

✓   
JOSE RIVAS, PRESIDENT

✓   
TROY HARTMAN, VICE PRES.

✓   
SECRETARY

✓   
LARRY HOOPER, TREASURER

✓   
ANA FIRPI, DIRECTOR

**CONFORMED COPY STATEMENT**

Name: RESCUE EARTH, INC.

Address: 1627 BRICKELL AVENUE, SUITE 2805

City: MIAMI

State: FLORIDA

Zip: 33129

The attached **ARTICLES OF AMENDMENT** of RESCUE EARTH, INC, are complete and correct copies of the organizational documents which embody all the powers, principles, purposes, functions and other provisions by which the organization currently governs itself.



PRES., JOSE RIVAS

✓ 12/12/06

Date