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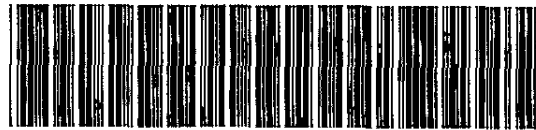
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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. New Earth Foundation, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in
☐ Mail out

☐ Pick up time
☐ Will wait

☐ Photocopy

☒ Certified Copy
☒ Certificate of Status

NEW FILINGS

☐ Profit
☒ Not for Profit
☒ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

☐ Annual Report
☐ Fictitious Name

AMENDMENTS

☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
NEW EARTH FOUNDATION, INC.**

A Florida Not-For-Profit Corporation

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2006 MAY -4 A 11:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a not-for-profit, non-stock, perpetually existing corporation pursuant to Florida Statutes Chapter 617, as amended.

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of this Corporation is NEW EARTH FOUNDATION, INC. The street address of the initial principal office and the mailing address of the Corporation are c/o Geoffrey Randall, 201 S. Biscayne Blvd., Ste. 1500, Miami, FL 33131.

ARTICLE II - NATURE OF CORPORATION

This is a not-for-profit Corporation, organized solely for general charitable purposes pursuant to the Florida Not-For-Profit Corporation Act as set forth in Florida Statutes Chapter 617.

ARTICLE III - PURPOSE

A. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future federal tax laws.

B. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, 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)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV - DURATION

This Corporation is to exist perpetually.

ARTICLE V - MEMBERSHIP

The membership of the Corporation ("Membership") shall be open to all persons regardless of race, color, creed, sex or national origin. The qualifications for Membership and the manner of admission to Membership and removal therefrom shall be governed and regulated by the Bylaws of the Corporation which shall provide, among other things, that the Corporation has only voting members ("Members"). The names and addresses of the initial Members are set forth below:

Roxana May Jones	-	Juan Carlos Duarte
540 Brickell Key Drive #1223	-	540 Brickell Key Drive #1223
Miami, FL 33131		Miami, FL 33131

ARTICLE VI - NONSTOCK CORPORATION

This Corporation shall not have or issue shares of stock. However, the Corporation may have and issue Certificates of Membership ("Certificates") which shall state prominently on the face of such Certificates that such Certificates are not transferable and that the Corporation is a not-for-profit corporation.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Roxana May Jones
540 Brickell Key Drive #1223
Miami, FL 33131

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is Corporation Company of Miami. The street address of the initial registered office of this Corporation is 201 S. Biscayne Blvd., Ste. 1500 (GR), Miami, FL 33131.

ARTICLE IX - MANAGEMENT OF CORPORATE AFFAIRS

A. The business and affairs of the Corporation shall be managed by a Board of Directors ("Board" or "Directors").

B. The number of Directors shall be no less than three (3) and no more than five (5). Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws; provided, however that in no event shall the Corporation have less than three (3) Directors.

C. Directors shall be elected, removed and hold office as provided in the Bylaws.

D. The names and addresses of the initial Directors are set forth below:

Roxana May Jones
540 Brickell Key Drive #1223
Miami, FL 33131

Juan Carlos Duarte
540 Brickell Key Drive #1223
Miami, FL 33131

Geoffrey Randall
201 S. Biscayne Blvd., Ste. 1500
Miami, FL 33131

E. The Board shall elect the following Officers: President, Treasurer and Secretary and such other Officers as the Bylaws of the Corporation may authorize the Directors to elect from time to time. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE X - BYLAWS

The Bylaws of the Corporation may be altered, amended or repealed and new Bylaws adopted, only by the unanimous consent of the Members.

ARTICLE XI - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member or officer of the Corporation or any other private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes as set forth in Article III hereof, and no member or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation provided, however, that the Corporation may confer

benefits in the form of distributions upon dissolution or otherwise in the manner set forth in Article XI hereof.

ARTICLE XII - DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of the Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes, which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code or corresponding provisions of any prior or future Code or to the federal, state or local government exclusively for public purposes.

ARTICLE XIII - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Members in accordance with the procedures set forth in Chapter 617 of the Florida Statutes, as amended. The Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any Member (unless such Member is exempt from taxation under Section 501(c)(3) of the Code), Director, or officer of the Corporation or any other person to share in any of the Corporation's assets. Any amendment to these Articles may not contain any provision which would be unlawful at the time of such amendment.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this 24 day of April, 2006.



Roxana May Jones, Incorporator

ACCEPTANCE OF INITIAL REGISTERED AGENT

Having been named registered agent for the above-stated corporation, at the designated registered office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

DATED THIS 3rd DAY OF May, 2006.

CORPORATION COMPANY OF MIAMI,
a Florida corporation

By: 

Print Name: _____

Print Title: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA