

No 6000004938

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

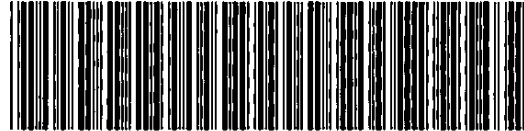
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2006 DEC 29 AM 10:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2006 DEC 29 AM 9:59

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TO ACKNOWLEDGE
SUFFICIENCY OF FILING

dis

C. Coullatte DEC 29 2006

Sunstate Research

Requester's Name

Address

City/State/Zip

Phone #

656-5454

Office Use Only

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 ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

NEW FILINGS

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

AMENDMENTS

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

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other


Examiner's Initials

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

1. The name of this corporation is NEW EARTH FOUNDATION, INC.
2. NEW EARTH FOUNDATION, INC. filed its Articles of Incorporation on May 4, 2006.
3. NEW EARTH FOUNDATION, INC. has not commenced to conduct its affairs.
4. No debts of NEW EARTH FOUNDATION, INC. remain unpaid.
5. The dissolution of NEW EARTH FOUNDATION, INC. was authorized by a majority of the members of its Board of Directors pursuant to the written consent of the Board of Directors, which authorization was effective as of the 28 day of December, 2006. A copy of the Plan of Complete Liquidation and Dissolution, as certified by the Secretary of the Corporation, is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution as of the 28 day of December, 2006.

NEW EARTH FOUNDATION, INC.

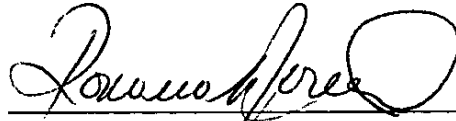
By: 
Name: Roxana May Jones
Title: Secretary

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2006 DEC 29 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF SECRETARY

I HEREBY CERTIFY that I am the duly elected and acting Secretary of NEW EARTH FOUNDATION, INC.; that Exhibit "A" attached hereto is a true and exact copy of the resolutions adopted by the Board of Directors of NEW EARTH FOUNDATION, INC. as of the 28 day of December, 2006, in conformity with the Articles of Incorporation and the Bylaws of said corporation; and that such resolutions have not been rescinded or modified and remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on this 28 day of December, 2006.



Roxana May Jones, Secretary

EXHIBIT "A"

NEW EARTH FOUNDATION, INC.

Plan of Complete Liquidation and Dissolution

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The executive officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.

2. As soon as practicable, the executive officers of the Corporation shall wind up the affairs of the Corporation; pay or provide for the payment of its liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses, if they deem such a reserve to be desirable.

3. Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements.

4. Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies or organizations engaged in activities substantially similar to those of the dissolving Corporation, as provided in this Plan of Complete Liquidation and Dissolution.

5. Other assets, if any, be distributed in accordance with the provisions of the Articles of Incorporation or the Bylaws to the extent that the Articles of Incorporation or the Bylaws determine the distributive rights of members, or any class or classes of members, or provided for distribution to others.

6. Any remaining assets be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified in this Plan of Complete Liquidation and Dissolution.

7. If a reserve is established to meet claims against the Corporation, the executive officers of the Corporation shall arrange for the distribution of any unused balance of such reserve to the members as soon as practicable.

8. If it is determined that such a filing is required, the executive officers of the Corporation are authorized and directed to file, or to have the authorized representatives of the Corporation file Form 966, Corporate Dissolution or Liquidation, with the Internal Revenue

Service together with a certified copy of this written consent (this "Consent"), within thirty (30) days after the date hereof.

9. The executive officers of the Corporation are authorized and directed to file such other forms and documents required by the State of Florida, including, but not limited to, Articles of Dissolution, and by the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

FURTHER RESOLVED, that the executive officers of the Corporation, be, and they hereby are, authorized and directed to execute whatever instruments and documents, and take whatever additional actions they deem necessary or appropriate to carry out the intent and accomplish the purposes of this Consent.