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T. Burch DEC 29 2006

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Green and Preserve Inc

Signature _____

Requested by _____

Name _____

Date _____

Time _____

Walk-In _____

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☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 22, 2006

CAPITAL CONNECTION, INC.
ATTN: LW

SUBJECT: GREEN AND PRESERVE, INC.
Ref. Number: W06000054895

RECEIVED

06 DEC 28 PM 2:54

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

We have received your document for GREEN AND PRESERVE, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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.

An effective date may be added to the Articles of Incorporation if a 2007 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) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 906A00072363

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

ARTICLES OF INCORPORATION
OF
GROW AND PRESERVE, INC.

ARTICLE I - NAME

The name of the corporation is GROW AND PRESERVE, INC.

ARTICLE II - CORPORATE ADDRESS

The street and mailing address of the corporation shall be 22449 Lake Seneca Road, Eustis, FL 32736.

ARTICLE III - CORPORATE NATURE

This is a nonprofit corporation, organized solely for charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes.

ARTICLE IV - DURATION

The term of existence of the corporation is perpetual.

ARTICLE V - MANNER OF ELECTION

The manner in which the directors are elected or appointed: The method of election of directors is as stated in the Bylaws.

ARTICLE VI - GENERAL AND SPECIFIC PURPOSES

The specific and primary purpose for which this corporation is formed is to promote awareness of environmental, sustainability, and rational growth goals, and to raise funds act in furtherance of those goals, and to operate exclusively in any other manner for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distribution of organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations. The corporation shall be noncommercial, nonsectarian, and nonpartisan within the meaning of Section 501(c)(3) of

the Internal Revenue Code, as amended, or under any corresponding provision of subsequent tax laws.

ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be no less than three (3) nor more than eleven (11), provided, however, that such number may be changed by a bylaw duly adopted by a majority of the Board of Directors.

ARTICLE VIII - EARNINGS & ACTIVITIES OF CORPORATION

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

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

(c) Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, (or the corresponding provision of any which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, (or the

corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IX - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X - MEMBERSHIP

The corporation shall have no capital stock, and shall be composed of Members rather than shareholders. The membership of the corporation shall consist of the individuals serving as members of the Board of Directors, and their successors in office.

ARTICLE XI - INCORPORATOR

The name and address of the Incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth LaRoe	22449 Lake Seneca Road, Eustis, FL 32736.

ARTICLE XII - AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the Bylaws.

ARTICLE XIII - DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIV - REGISTERED AGENT AND OFFICE

The name and Florida street address of the initial registered agent are:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth LaRoe	22449 Lake Seneca Road, Eustis, FL 32736.

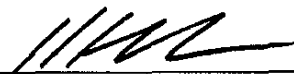
ARTICLE XV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XVI - AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

I, the undersigned, being the subscriber and incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 20th day of December, 2006.


KENNETH LAROE

STATE OF FLORIDA
COUNTY OF LAKE

BEFORE ME, the undersigned authority, personally appeared KENNETH LAROE, who produced identification and who did take an oath and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of December, 2006.



My Commission Expires:
Commission No.:


NOTARY PUBLIC

Notary Public Printed Name

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.



Kenneth LaRoe, Registered Agent

12/20/06

Date