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FLORIDA PROFIT/NON PROFIT CORPORATION

Land of the Sun Foundation, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	06
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Electronic Filing Menu

Corporate Filing Menu

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**ARTICLES OF INCORPORATION
OF
LAND OF THE SUN FOUNDATION, INC.**

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Not-For-Profit Corporation Act, adopts the following Articles of Incorporation ("Articles"):

**ARTICLE I.
NAME OF CORPORATION**

The name of the corporation (the "Corporation") is:

Land of the Sun Foundation, Inc.

**ARTICLE II.
ADDRESS**

The initial principal office or mailing address of the Corporation is:

1185 Immokalee Road, Suite 110
Naples, Florida 34110

**ARTICLE III.
REGISTERED AGENT**

The name and address of the Corporation's initial registered agent is:

Joe B. Cox, Esq.
c/o Cox & Nici
1185 Immokalee Road, Suite 110
Naples, Florida 34110

**ARTICLE IV.
INCORPORATOR**

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

Joe B. Cox, Esq.
c/o Cox & Nici
1185 Immokalee Road, Suite 110
Naples, Florida 34110

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ARTICLE V. PURPOSE

The Corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which not-for-profit corporations may be formed under Florida Statutes Chapter 617, the Florida Not-For-Profit Corporation Act. In particular, the Corporation is formed for the purposes of working with indigenous communities in Ecuador, providing assistance where needed. The Corporation provides assistance in the areas of education and employment, and is also concerned with the health and well being of the indigenous of Ecuador. The Corporation also focuses on issues involving the environment, including water management concerns and reforestation.

The Corporation may solicit, receive and maintain a fund or funds of real or personal property and shall apply the whole or any part of the income or principal thereof exclusively for exempt purposes, including, but not limited to, the purposes and activities heretofore described. Such income or principal may be applied by such agencies and means as shall from time to time be found appropriate and as are lawful for a not-for-profit corporation.

ARTICLE VI. REQUIREMENTS & PROHIBITIONS

Notwithstanding any other provisions of these Articles to the contrary, the following provisions shall apply to the Corporation at all times:

1. 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.
2. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 these Articles.
4. The Corporation shall be a non-stock Corporation and shall not have the power to declare dividends.
5. The Corporation shall not have or exercise any power that would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code, or by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the

Code, nor shall the Corporation engage directly or indirectly in any activity that would cause the loss of such qualification.

ARTICLE VII. DIRECTORS AND MEMBERS

There will be no members in the Corporation. The number of directors on the Board shall be not less than three (3) persons. Thereafter, within the limits above specified, the number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than three (3). The number of directors shall be determined by resolution of the Board adopted from time to time; provided, however, that any change in the number of directors must be approved by a majority of the entire Board. No decrease in number of directors shall shorten the term of any incumbent director.

The name and address of the person(s) to serve as director of the Corporation until the first annual meeting of the Board of Directors of the Corporation, or until one or more successors have been elected and qualify, is as follows:

Joe B. Cox, Director
1185 Immokalee Road, Suite 110
Naples, Florida 34110

Joseph G. Spano, Director
138 15th Ave S.
Naples, Florida 34102

Gary Scott, Director
157 Little Horse Path
Lansing, North Carolina 28643

ARTICLE VIII. INDEMNIFICATION

The Corporation shall have the power to indemnify its officers, directors, employees and agents to the full extent permitted by law, including but not limited to the provisions of Florida Statutes Chapter 617.0831

ARTICLE IX. AMENDMENT

These Articles may be amended as provided in the Bylaws of the Corporation and shall be made in accordance with the provisions of the laws of the State of Florida. Notwithstanding the foregoing to the contrary, these Articles shall not be amended in a manner that will cause the

Corporation to no longer qualify as a not-for-profit corporation or as an organization which is exempt from federal income tax under Section 501(c)(3) of the Code.

**ARTICLE X.
DISSOLUTION**

Upon the dissolution or winding up of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act has executed these Articles of Incorporation dated effective as of 3/5, 2007.

By: 

Joe B. Cox, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

1. The name of the corporation is: Land of the Sun Foundation, Inc.
2. The name and address of the registered agent and office is:

Joe B. Cox, Esq.
c/o Cox & Nici
1185 Immokalee Road, Suite 110
Naples, Florida 34110

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent 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 3-5, 2007

By: Joe B. Cox

Joe B. Cox
Initial Registered Agent