

NO7000004390

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(City/State/Zip/Phone #)

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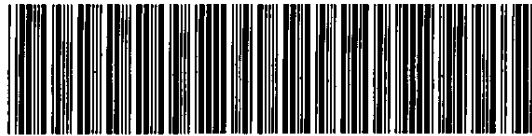
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2007 MAY - 1 P 2:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE MAY - 2 2007

COVER LETTER

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

SUBJECT: CARBON OFFSET CORPORATION
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Paul F. Young
Name (Printed or typed)

4145 Lakewood Blvd.
Address

Naples, FL 34112
City, State & Zip

(239) 821-9132
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 20, 2007

PAUL F. YOUNG
4145 LAKEWOOD BLVD
NAPLES, FL 34112

SUBJECT: CARBON OFFSET CORPORATION
Ref. Number: W07000019384

We have received your document for CARBON OFFSET CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Subsequent director may be elected or appointed by directors, but initial directors must be elected or appointed by members, founders, officers, etc.

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) 245-6933.

Dale White
Document Specialist
New Filing Section

Letter Number: 407A00026927

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

CARBON OFFSET CORPORATION

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4145 Lakewood Blvd., Naples, FL 34112

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To provide for the opportunity for carbon sequestration by the planting of foliage and trees, or by other methods which may become generally accepted for such purpose, and to provide for the research into methods to improve carbon sequestration programs.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Initial directors will be appointed by the founder and incorporator, Paul F. Young. Subsequent, replacement, or additional directors may be appointed by an affirmative vote of not less than 66 2/3 percent of existing directors.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Paul F. Young, 4145 Lakewood Blvd., Naples, FL 34112 President, Managing Director, Treasurer
Harry C. Henderson, 565 Roma Ct., Naples, FL 34110 Vice President, Director, Secretary
Victoria A. Young, 4145 Lakewood Blvd., Naples, FL 34112 Asst. Vice President, Director, Asst. Secretary

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Paul F. Young
4145 Lakewood Blvd., Naples, FL 34112

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Paul F. Young
4145 Lakewood Blvd., Naples, FL 34112

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent

Date

Signature/Incorporator

Date

FILED

2007 MAY -1 P 2: 32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
CARBON OFFSET CORPORATION

FILED

2007 MAY -1 P 2:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII OPERATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provisions 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 DISSOLUTION

Upon the dissolution 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 the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.