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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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D. WHITE JUL -9 2007

COVER LETTER

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

SUBJECT: New Earth Society Inc.
(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: John P Foster
Name (Printed or typed)

385 Dusty Rd
Address

St Augustine FL 32095
City, State & Zip

(904) 824-5310
Daytime Telephone number

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

Articles of Incorporation
In compliance with Chapter 617, F.S., (Not for Profit)

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ARTICLE I NAME

The name of the corporation shall be:

New Earth Society Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

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

New Earth Society Inc.

385 Dusty Rd

St Augustine FL 32095

ARTICLE III PURPOSES

The general nature of the objectives and purposes of this corporation shall be:

New Earth Society Inc. shall witness to the spirit of religious and philosophic belief and fellowship throughout the world by working in charitable cooperation with the earth's people in need, without regard to religion, color, race, national orientation, creed, disability, gender, or sexual orientation, to create a better habitat in which to work and live, and to function with purposes consistent with those listed below, namely:

Section 1.) To communicate in respectful exchange of world religions, and philosophic views through the pulpit, through the internet, through publication, through broadcast by any means available, and through loving acts and spoken and written words.

Section 2.) To work in cooperation with other organizations, agencies, and groups which have a kindred purpose.

Section 3.) To enable an expanding number of persons from all walks of life to participate in this ministry.

Section 4.) To receive, maintain, and accept as assets of the Corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these Articles of Incorporation; but no gift, bequest, devise, or purchase of any such property shall be received, or made and accepted, if it is conditioned or limited in such manner as shall require the disposition of income or principle to any organization other than a "charitable organization" or for purposes other than "charitable purposes" which would jeopardize the status of the Corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and,

Section 5.) To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the State of Florida Not for Profit Corporation Act as enumerated in Section 617.021 (a section of Chapter 617).

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Section 1.) Members : The members of the Board of Directors shall be the members of the corporation during their respective terms in office.

Section 2.) Number, Term, and Qualifications: The affairs of the corporation are to be managed by a Board of Directors which shall, after the first annual meeting of the corporation, consist of 3 persons, 1 of whom shall be elected for a term of 3 years, 1 of whom shall be elected for a term of 2 years, 1 of whom shall be elected for a term of 1 year. Thereafter, all members of the Board of Directors shall be elected for a term of 3 years. All members shall be interested and supportive of the objectives and purposes of the corporation.

Section 3.) Appointment: The initial members of the Board of Directors shall be those persons identified in the corporation's Articles of Incorporation; and each initial member shall serve until January 31, 2008 or until such time as his or her respective successor is duly appointed or elected as provided in this Article.

Section 4.) Election: At the first annual meeting of the members of the corporation following the adoption of these By-Laws, the Board of Directors shall be elected to staggering terms, as described in Section 1. above. At each subsequent annual meeting, of the members, the members shall elect Directors for any staggered term which is then expiring.

Section 5.) Vacancies: In the case of any vacancy on the Board of Directors through death, resignation, disqualification, failure of any appointing group to appoint, or for any other cause, the remaining members of the Board of Directors shall appoint his or her replacement to serve for the remainder of the existing term.

Section 6.) Quorum: The presence of fifty percent (50%) of the Directors shall be necessary at any meeting of the Board to constitute a quorum to transact business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors

Section 7.) Meetings: The annual meeting of the Board of directors shall be held during the month of January at such place in St Augustine Florida as the president of the corporation shall from time to time determine. Regular meetings of the Board of Directors, which shall not be less than every three (3) months, shall be held at such times as voted on by the Board of Directors. Special meetings of the Board of Directors may be held from time to time upon the call of any one or more of the corporate officers, or of not less than thirty percent (30%) of the active directors. Notice of all meetings of the Board shall be given by regular mail to each director at least seven (7) days before the date of the meeting. The notice shall specify the time and place of such meeting, and the business to be presented. Presence or consent of any Director shall constitute a valid waiver of notice.

Section 8.) Voting: Each member of the Board shall be entitled to one (1) vote upon every proposal properly submitted at any meeting. Cumulative voting is not permitted.

Section 9.) Election of Officers: The Board of directors shall nominate from the members of the Board of Directors: a President; a Treasurer; and a Secretary, who shall be elected by a majority of the members of the Corporation present at the annual meeting. The Board shall have the power to appoint such other officers and employees as it deems necessary, and the power to fill any office.

Section 10.) Powers and Duties: The Board of Directors shall have control of the general management and business of the corporation and shall determine the policies of the corporation and shall promulgate such guidelines, rules, and regulations, that are not inconsistent with the Articles of Incorporation, the By-Laws, or any governmental laws or regulations, as the Board of Directors deems necessary and proper. In particular, The Board of Directors shall have the authority to regulate and promulgate guidelines relating to any and all of the following:

- 1.) The Board by majority vote may appoint such committees and delegate such powers as it deems necessary and prudent.
- 2.) The Board may employ regulate, discipline, and discharge such employees and agents of the corporation as it deems necessary or prudent. The authority to hire, regulate, discipline, or discharge employees may be delegated to such person or persons as the Board designates. The board is empowered to adopt a personnel policy to implement power granted under this section.
- 3.) The Board of Directors may in its sole discretion, appoint an Executive Director. The Executive Director shall be responsible for implementing the corporation's policies as promulgated by the Board of Directors, for supervising the employees of the corporation, and generally managing the day-to-day affairs of the corporation. It shall also be the duty of the Executive Director to report, to the Board of Directors, any and all information to which the Board should have knowledge in order to carry out its responsibilities under the foregoing Articles of these By-Laws. The Board of directors shall have the exclusive right and authority to employ, regulate, discipline, and otherwise discharge the Executive Director.
- 4.) The financial management of the corporation, including but not limited to the procurement and expenditure of funds
- 5.) Compliance with restrictions upon the corporation, whether imposed by law, by a donor, or otherwise.
- 6.) Determination of the financial eligibility of any applicant for services.
- 7.) Selection and removal of officers.
- 8.) Any and all powers necessary to properly discharge its responsibilities in the management of the corporation.

Section 11.) Removal: A member of the Board of Directors who ceases to be interested in and supportive of the objective and purposes of the corporation as evidenced by three (3) unexcused consecutive absences from corporation activities may be removed by a two third (2/3) vote of the remaining members of the Board of Directors.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

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

President **John P. Foster**
Address **395 Dusty Rd**
 St Augustine Fl
 32095

Treasurer **Jay Foster**
Address **385 Dusty Rd.**
 St Augustine Fl
 32095

Secretary **Debra A. Foster**
Address **436 High St**
 Rumford Me
 04276

Section 1.) President: The President shall preside at all meetings of the Board of Directors. The President shall have charge and supervision of the affairs of the corporation, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

Section 2.) Treasurer: The Treasurer shall have the custody of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for faithful performance of his or her duties in such sum and with such surety required by any law or by the Board of Directors. When necessary or proper, the treasurer may endorse on behalf of the corporation, for the collection checks, notes, or other obligations, and shall deposit the same to the credit of the corporation at such bank, or banks, as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers, and together with such other officer, or officers, if any, as shall be designated by the Board of Directors, shall sign all checks of the corporation, and bills of exchange,, and promissory notes issued by the corporation, except where some other officer or agent shall be empowered by these By-Laws, by the Board of directors, or by the laws of the State of Florida to sign such a check, bill of exchange or note. The Treasurer shall make such payments as necessary or proper to be made on behalf of the corporation, and maintain a full and accurate account of all monies and obligations received and paid for, or on account of the corporation, and shall exhibit such books at any reasonable time to any director, or at the offices of the corporation. The Treasurer shall, in general, perform all the duties incident to the office of the Treasurer, subject to control of the Board of Directors. The Treasurer may delegate any of his or her duties of a routine or bookkeeping nature to any employee, member, or agent; and the Board may direct the delegation of any duty of the Treasurer to an employee, member, or agent.

Section 3.) Secretary: The Secretary shall keep a complete record of all meetings of the corporation, and of the Board of Directors, and shall have general charge of the books and records of the corporation. The Secretary shall sign such papers pertaining to the corporation as he or she may be authorized or directed to sign by the Board. The secretary shall serve all notices required by law and by these By-Laws and shall make a full report, of all matters and business pertaining to his or her office, to the Directors at the annual meeting. The secretary shall keep the corporate seal and affix it to all papers requiring a seal, and shall keep complete membership records. The Secretary shall make all reports required by law and shall perform such other duties as may be required of him or her by the Board.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

John P. Foster
395 Dusty Rd
St Augustine Fl
32095

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII INCORPORATOR

The name and Florida street address of the Incorporator is:

John P. Foster
395 Dusty Rd
St Augustine Fl
32095

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

John P. Foster
Signature/Registered Agent

July 5, 2007
Date

John P. Foster
Signature/Incorporator

July 5, 2007
Date

*** Having been named as the members of the Board of Directors, we unanimously agree to the formation of the above stated corporation, are familiar with and accept the appointment as Directors, and agree to act in this capacity.*

President John P. Foster
Address 395 Dusty Rd

St Augustine Fl
32095

signature John P. Foster
printed John P. Foster Date July 5, 2007

Treasurer Jay Foster
Address 385 Dusty Rd.

St Augustine Fl
32095

signature Jay Foster
printed Jay M. Foster Date 7/13/07

Secretary Debra A. Foster
Address 436 High St

Rumford Me
04276

signature Debra A. Foster
printed DEBRA A. FOSTER Date 06/20/07