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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

B. McKnight JUL 26 2007

## COVER LETTER

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

SUBJECT: Environmental Awareness and Solution Implementation, 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: Nicholas Gadbois  
Name (Printed or typed)

3000 NE 190th St. Apt. 206  
Address

Aventura, FL 33180  
City, State & Zip

(305) 671-3935  
Daytime Telephone number

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

## **ARTICLES OF INCORPORATION OF**

### **Environmental Awareness and Solution Implementation, Inc.**

#### **A Florida "Not for Profit" Corporation**

*The undersigned incorporator, for the purposes of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:*

#### **ARTICLE I NAME**

The name of the corporation shall be Environmental Awareness and Solution Implementation, Inc.

#### **ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:  
3000 NE 190<sup>th</sup> St., # 206, Aventura, FL 33180

#### **ARTICLE III PURPOSES**

The purpose for which the corporation is organized is to provide programs in environmental education for children and adults.

##### **Section 1**

Said corporation is organized exclusively for charitable and educational, religious, scientific purposes, including for such purposes, the making of distributions to organizations under Section 501(c)-(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

##### **Section 2**

Without in any way limiting the foregoing general purposes, the specific purpose for which the corporation is organized is to provide environmental education and awareness programs and activities in order to create a more sustainable community.

#### **ARTICLE IV BY-LAWS**

The power to adopt, alter, amend or repeal By-laws for the Corporation shall be vested only in the Directors, as more specifically provided in the By-laws.

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## **ARTICLE V BOARD OF DIRECTORS**

The business and affairs of this Corporation shall be managed by a Board of Directors.

## **ARTICLE VI MANNER OF ELECTION OF DIRECTORS**

The board of directors shall consist of between 3-7 directors that are nominated by the board's membership committee and voted on by the board of directors. This manner is as stated in the By-laws.

## **ARTICLE VII OFFICERS**

**Section 1.** The officers of the Corporation shall include a President, a Vice-President, a Secretary, a Treasurer and other officers as designated in the By-laws.

**Section 2.** The officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the By-laws.

## **ARTICLE VIII LIMITATION OF ACTIVITIES**

**Section 1.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes.

**Section 2.** 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.

**Section 3.** Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation or organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation or organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

## **ARTICLE IX DISSOLUTION**

Upon the dissolution of the corporation, the Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all the residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under 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.

**ARTICLE X INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent is:  
Nicholas Gadbois, 3000 NE 190<sup>th</sup> St., # 206, Aventura, FL 33180

**ARTICLE XI INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:  
Nicholas Gadbois, 3000 NE 190<sup>th</sup> St., # 206, Aventura, FL 33180

**ARTICLE XII AMENDMENT TO THE ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by the Directors in accordance with the procedure set forth in Chapter 617 of the Florida statutes, as amended. Those Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), director, or officer of the Corporation or any other person to share in any of the Corporation's assets.

  
Signature/Incorporator

7/09/2007  
Date

  
Signature/Registered Agent

07/09/2007  
Date

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TALLAHASSEE, FLORIDA

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