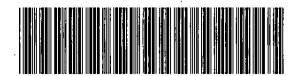
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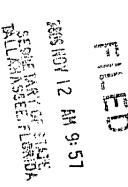
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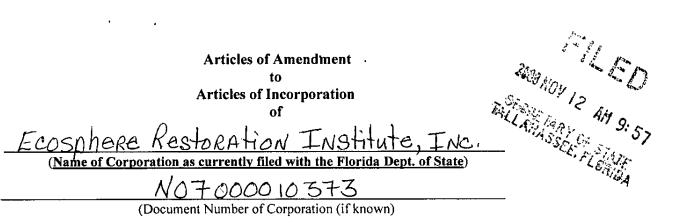
COVER LETTER .

TO: Amendment Section **Division of Corporations**

NAME OF CORPORATION: ECOSPhere	Restoration Institute, INC.
DOCUMENT NUMBER: NO7000	10 373
The enclosed Articles of Amendment and fee are submi	tted for filing.
Please return all correspondence concerning this matter	to the following:
Thomas (Name of Contact	F. Ries Person)
Ecosphere Restorat	ion Institute, Inc.
5886 E. Fowler (Address)	Avenue
TAMPA FL (City/ State and Zi	33617 p Code)
For further information concerning this matter, please ca	all:
Thomas F. Ries at ((Area Code & Daytime Telephone Number)
Enclosed is a check for the following amount made pays	able to the Florida Department of State:
(43.75 Filing Fee & S52.50 Filing Fee Certified Copy Certificate of Status Additional copy is enclosed) (Additional Copy is enclosed)
Amendment Section Am Division of Corporations Div P.O. Box 6327 Clir	eet Address endment Section rision of Corporations fton Building I Executive Center Circle

Tallahassee, FL 32301

Articles of Amendment ...



е

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

Enter new principal office address, if applic		5886 E	Fowler Ave FL 33617
	,	IAMPA,	FL 33617
Enter new mailing address, if applicable: (Mailing address <u>MAY BE A POST OFFICE</u>	E BOX)		
			enter the name of the
			enter the name of the
			enter the name of the
new registered agent and/or the new registe	red office add		enter the name of the
new registered agent and/or the new registe Name of New Registered Agent:	red office add	ress: da street address)	
new registered agent and/or the new registe Name of New Registered Agent:	red office add	ress:	enter the name of the , Florida
Name of New Registered Agent: New Registered Office Address: Wegistered Agent's Signature, if changing	red office add (Florid	ress: da street address) (City) gent:	, Florida (Zip Code)
Name of New Registered Agent:	red office add (Florid	ress: da street address) (City) gent:	, Florida (Zip Code)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added: (Attach additional sheets, if necessary) **Title** Address Type of Action <u>Name</u> ☐ Add ☐ Remove ☐ Add ☐ Remove ☐ Add E. If amending or adding additional Articles, enter change(s) here: (attach additional sheets, if necessary). (Be specific) See Attached 2. Dissolution of Organization

WRITTEN ACTION OF THE BOARD OF DIRECTORS OF ECOSPHERE RESTORATION INSTITUTE, INC.

The undersigned, being all of the members of the Board of Directors of Ecosphere Restoration Institute, Inc. do hereby adopt the following resolution:

Dissolution of the Organization

Upon dissolution of the organization, 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.

Effective July 1, 2008.

Jomas F. Ries, President

Sandra Scheda Klaus, Treasurer

WRITTEN ACTION OF THE BOARD OF DIRECTORS OF ECOSPHERE RESTORATION INSTITUTE, INC.

The undersigned, being all of the members of the Board of Directors of Ecosphere Restoration Institute, Inc. do hereby adopt the following resolution:

Conflict of Interest Policy

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Persons

Any director, principal officer, or member of a committee with a governing board delegated powers, which has a direct or indirect financial interest, as defined below, as an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote, on the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for it's own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make it's decision as to whether to enter into the transaction or arrangement.

4. Violation of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it

- shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the person who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceeding.

Article V Compensation

- a. A voting member of the governing board who receives compensation, directly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Affirmation Statements

Each director, principal officer and member of a committee with governing board delegated powers shall sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurnment, impermissible private benefit or in excess benefit transaction.

Article VIII Use of outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the growing board of its responsibility for ensuring periodic reviews are conducted.

Phomas F. Ries, President

Aandra Alada Claus
Sandra Scheda Klaus, Treasurer

The date of each amendment	(s) adoption: July 1, 2008
Effective date if applicable:	
	(no more than 90 days after amendment file date)
Adoption of Amendment(s)	(CHECK ONE)
The amendment(s) was/wer was/were sufficient for appr	re adopted by the members and the number of votes cast for the amendment(s) roval.
There are no members or n adopted by the board of dir	nembers entitled to vote on the amendment(s). The amendment(s) was/were ectors.
Dated	11-10-08
Signature	
have	the chairman of vice chairman of the board, president or other officer-if directors on not been selected, by an incorporator — if in the hands of a receiver, trustee, or court appointed fiduciary by that fiduciary)
	Thomas F. Ries
	(Typed or printed name of person signing)
	President
	(Title of person signing)

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