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(Requestor's Name)

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PICK-UP WAIT MAIL

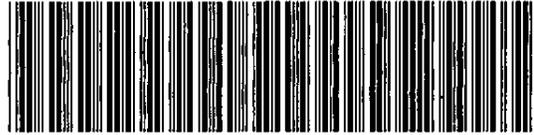
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:
Zachery, Steele
advised to remove
reference to Amend &
Restated
Article
Add Amended to Doc. title

Office Use Only



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03/13/08--01013--024 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 MAR 13 PM 1:17

Amend
@ 3/14/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Give GREEN INC.

DOCUMENT NUMBER: N08000001281

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Zachary L. Steele
(Name of Contact Person)

Give Green Inc.
(Firm/ Company)

705 E. Amelia St
(Address)

Orlando, FL 32803
(City/ State and Zip Code)

For further information concerning this matter, please call:

Zachary L. Steele at (407) 488-6592
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Give Green Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

W08000001281

(Document number of corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 MAR 13 PM 1:17

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:

NEW CORPORATE NAME (if changing):

Not Changing Name

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

* The attached Articles of Incorporation
are being attached in order to
Amend, Restate and Replace the
Previously filed Articles of Incorporation
Document number # = W08000001281

* Attached ^{Amended} Articles of Incorporation is
a total of 5 pages

(Attach additional pages if necessary)
(continued)

Amended
**ARTICLES OF INCORPORATION
OF
GIVE GREEN INC.**

The Undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non-profit corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is **GIVE GREEN INC.**, (hereinafter “Corporation”).

ARTICLE 2 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 705 E. Amelia Street, Orlando, Florida 32803. The mailing address is the same, 705 E. Amelia Street, Orlando, Florida 32803.

ARTICLE 3 – PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions and donations to persons or organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Our specific purpose is to raise funds and subsequently donate those monies and resources to renewable energy projects and new technologies in order to help environmental purposes.

ARTICLE 4 – PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, 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 provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by the Corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 5 – OFFICERS

The Directors shall be elected by a majority vote of the Members of this Corporation. The initial officers and members of the Corporation shall be:

President:	Zachary L. Steele 705 E. Amelia Street Orlando, Fl 32803
Vice President:	Jessica M. Seligman 705 E. Amelia Street Orlando, Fl 32803
Secretary:	Brian Thompson 705 E. Amelia Street Orlando, Fl 32803
Treasurer:	Jessica M. Seligman 705 E. Amelia Street Orlando, Fl 32803

ARTICLE 6 – INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Zachary L. Steele
705 E. Amelia Street
Orlando, Fl 32803

ARTICLE 7 – DIRECTORS

The Directors of the Corporation shall be:

Zachary L. Steele
Jessica M. Seligman
Brian Thompson

ARTICLE 8 – TERM OF EXISTANCE

This Corporation shall have a perpetual existence.

ARTICLE 9 – CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 10 – QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the By Laws of the Corporation.

ARTICLE 11 – VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 12 – LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 13 – REGISTERED AGENT

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

Zachary L. Steele
705 E. Amelia Street.
Orlando, Florida 32803

ARTICLE 14 – EFFECTIVE DATE

These Articles of Incorporation are amending the articles that were previously filed on February 08, 2008 under number N08000001281 with the Secretary of State of Florida. These Amended articles of Incorporation shall become effective in their entirety immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by the majority of the Members, unless all the Directors and the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 16 – INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who has wholly successful, on the merits or otherwise, in the defense of any proceeding to which

the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees or agents of the Corporation shall apply when such a persons are serving at the Corporations request while a director, officer, employee or agent of the Corporation, as the case may be, as director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, Partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee, or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not otherwise be affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include heirs, estates, executors, administrators and personal representatives of such persons.

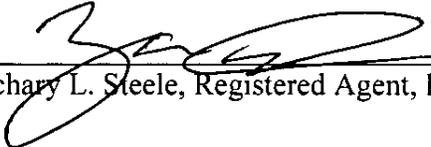
ARTICLE 17 – DISSOLUTION

Upon 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 public purpose. Any such assets not so disposed of shall be disposed of by the 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.

I, Zachary L. Steele, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, certify that I am familiar with and accept the responsibilities and obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Zachary L. Steele

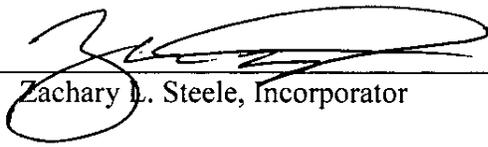
By:


Zachary L. Steele, Registered Agent, President

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this March 6th, 2008.

Zachary L. Steele

By:


Zachary L. Steele, Incorporator

Address:
705 E. Amelia Street
Orlando, Florida 32803

The date of adoption of the amendment(s) was: 03/06/08

Effective date if applicable: 03/06/08
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Jessica Seligman
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Jessica Seligman
(Typed or printed name of person signing)

Vice President
(Title of person signing)

FILING FEE: \$35