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SECRETARY OF STATE

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### **COVER LETTER**

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

SUBJECT: RICH	FROPOSED CORPORAT		
/	(PROPOSED CORPORAT		
\$70.00 Filing Fee	\$78.75 Filing Fee & Certificate of Status	S78.75 Filing Fee & Certified Copy  ADDITIONAL CO	S87.50 Filing Fee, Certified Copy & Certificate
FROM:	NICK HENRY Name (Pr  2835 AMES HA  KISSIMMEE FA  City, S	ddress (OAO	
	407-348-620	o (107)	_

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

## ARTICLES OF INCORPORATION

Richer Life, Inc.

The undersigned incorporator, for the purpose 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 Richer Life, Inc.

#### **Article II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be: 2835 Ames Haven Road Kissimmee, FL 34744

#### Article III. PURPOSE

Richer Life, Inc., is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code). The specific purpose for which this Corporation is formed is to provide various religious and charitable services to those in need.

To accomplish this purpose, the Corporation shall:

- A. Conduct religious and educational seminars.
- B. Produce faith-based and psychological books and educational materials.
- C. Develop a marketing and fundraising strategy to support the work of the corporation, utilizing print communications, an Internet presence, and a grantwriting campaign.

#### **Article IV. BOARD OF DIRECTORS**

The initial members of the board of directors shall be appointed by the initial registered agent and will serve for three (3) years or until replaced. Subsequent members of the board of directors shall be elected according to the provisions of the bylaws. The number of directors shall be no less than three (3) and no more than twenty-one (21).

#### Article V. REGISTERED AGENT

The name and street address of the initial registered agent are: James Nelson Henry, Jr. (Nick Henry) 2835 Ames Haven Road Kissimmee, FL 34744

#### **Article VI. INCORPORATOR**

The name and address of the incorporator is: James Nelson Henry, Jr. (Nick Henry) 2835 Ames Haven Road Kissimmee, FL 34744

#### **Article VII. NONPROFIT CAPITALIZATION**

No part of the income of the Corporation shall inure to the benefit of any member, trustee, officer or director of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in connection with furtherance of its purposes and no member, trustee, director or officer of the Corporation or any private person shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation).

#### Article VIII. MEMBER LIABILITY

The private property of this Corporation's members, directors or officers shall not be subject to the payment of corporate debts to any extent whatsoever. No director or officer shall be liable for

relying in good faith upon the books or accounts or reports made to the Corporation by any of its officials, members or by an independent accountant selected by the Board of Directors or by any committee so designated by the Corporation, or in relying in good faith upon any other records of the Corporation.

#### Article IX. ACTIVITIES PROHIBITED

No substantial part of the activities of the Corporation shall involve 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 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 a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under section 170 (c)(3) of the Internal Revenue Code of 1954 (or corresponding section of any future federal tax code).

#### Article X. DISSOLUTION

Upon dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of the debts and obligations of the Corporation, distribute the remaining assets and property (after necessary expenses thereof) to such organizations as shall qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954, as named. Any such assets not disposed of shall be disposed by the Circuit Court of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized for such purposes as qualify them as exempt organizations.

Signature/Incorporator

3 / 05 / 08

Oate

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature / Registered Agent 3 / 05 / 08

Date



March 11, 2008

DAVID J GAUTHIER 772 CORTARO DRIVE STE B SUN CITY, FL 33573

The Articles of Incorporation for EAGLE ENERGY SYSTEMS, INC. were filed on March 10, 2008 and assigned document number P08000025623. Please refer to this number whenever corresponding with this office regarding the above corporation.

PLEASE NOTE: Compliance with the following procedures is essential to maintaining your corporate status. Failure to do so may result in dissolution of your corporation.

A corporation annual report must be filed with this office between January 1 and May 1 of each year beginning with the calendar year following the year of the filing/effective date noted above and each year thereafter. Failure to file the annual report on time may result in administrative dissolution of your corporation.

A federal employer identification (FEI) number must be shown on the annual report form prior to its filing with this office. Contact the Internal Revenue Service to insure that you receive the FEI number in time to file the annual report. To obtain a FEI number, contact the IRS at 1-800-829-4933 and request form SS-4 or by going to their website at www.irs.ustreas.gov.

Should your corporate mailing address change, you must notify this office in writing, to insure important mailings such as the annual report notices reach you.

Should you have any questions regarding corporations, please contact this office at (850) 245-6928.

Letter Number: 508A00014864

Tim Burch, Regulatory Specialist II New Filing Section

#### ARTICLES OF INCORPORATION

#### OF

#### Eagle Energy Systems, Inc.

I, the undersigned incorporated, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

#### ARTICLE I

#### Name

The name of this corporation shall be:

Eagle Energy Systems, Inc.

#### ARTICLE II

#### **Business, Objects or Purposes**

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- a) To manufacture, purchase or otherwise dispose of, and to invest, trade, deal in and deal with, goods, wares, merchandise and real personal property of every class and description.
- b) To engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to this corporation, including but not limited to the sale of energy saving devices.
- c) To generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform.
- d) To purchase, lease and hold real and personal property and any and every estate and interest therein and chooses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation.

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- e) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchanges, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise.
- f) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any other bonds issued by, or evidences of indebtedness payable at a specific time or times secured by mortgage or otherwise.
- g) To purchase, sell and transfer shares of its own capital stock.
- h) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and any other licenses or other rights or interest therein and thereunder.
- i) In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporation acts of the State of Florida, and any amendments thereto, and to do any and all things herein before set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to the limit or restrict in any manner the powers of this corporation.

#### ARTICLE III

#### Capital Stock

- a) The total number of shares of capital stock authorized to be issued to the corporation shall be One Thousand (1,000) shares having a par value of .10 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services or for written promises to perform services in the future at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable.
- b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such elections.

c) No holder of stock of the corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into, or carrying options or warrants to purchase shares of any class of stock of the corporation issued or sold or proposed to be issued, or sold, or with respect to which options or warrants shall be granted; but all such shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carrying options or warrants of or sold by the Board of Directors on such terms and for consideration, so far as may be permitted by law, and to such person or persons as the Board of Directors may determine.

#### ARTICLE IV

#### Capital to Begin Business

The amount of capital with which this corporation will begin business will be One Hundred Dollars (100.000)

#### ARTICLE V

#### **Existence of Corporation**

This corporation shall have perpetual existence.

#### **ARTICLE VI**

#### Principal Office

The principal office of this corporation shall be located at 417 North Hilltop Road, Brandon, Florida 33510, but the corporation shall have the power to relocate its principal office and to establish branches at other places within or without the State of Florida as may be determined and deemed expedient.

#### ARTICLE VII

#### **Board of Directors**

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than five (5) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

#### ARTICLE VIII

#### First Board of Directors

The name and street addresses of the members of the first Board of Directors of this corporation who, subject to the Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office, for the first year of the existence is held by the stockholders for the election of permanent directors, or until their successors have been duly elected and qualified are:

NAME ADDRESS

Craig Demask 417 North Hilltop Road Brandon FL 33510

#### ARTICLE XI

#### **Transactions with Corporations**

No contract or other transaction between this corporation and any other corporation, and no contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are precuniarily or otherwise interested in any other corporation, or are the directors or officers of any other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be precuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation or member of such firm, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract of transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

#### ARTICLE XII

#### By-Laws

- a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof any be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.
- b) The by-laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or the United States.

#### ARTICLE IX

#### **Initial Officers**

The names and street addresses of the initial officers of this corporation, who, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this corporation, or until an election is held by the Board of Directors for the election of permanent officers, or until their successors have been duly elected and qualified are:

**NAME** 

**ADDRESS** 

Craig Demask
President, Treasurer
Vice-President & Secretary

417 North Hilltop Road Brandon FL 33510

# ARTICLE X Subscriber

The name and address of the subscriber to these Articles of Incorporation is:

**NAME** 

**ADDRESS** 

Craig Demask

417 north Hilltop Road Brandon FL 33510

#### ARTICLE XIII

#### Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the statute, and all rights conferred upon the stockholders herein are subject to this reservation.

#### **ARTICLE XIV**

#### Designation of Registered Agent

The corporation designates as registered agent for service of process, Craig DeMask, whose address is 417 north Hilltop Road, Florida 33510.

I hereby accept the designation of registered agent for service of process in this corporation.

Craig Demask

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.

Craig Demask