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FLORIDA PROFIT/NON PROFIT CORPORATION

H2OOVER ENVIRONMENTAL FOUNDATION, INC.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

H2OOVER ENVIRONMENTAL FOUNDATION, INC.

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

ARTICLE I: NAME

The name of the corporation is H2OOVER ENVIRONMENTAL FOUNDATION, INC.

ARTICLE II: PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The mailing address and principal office of the corporation is 5843 Paradise Point Drive, Village of Palmetto Bay, FL 33157.

ARTICLE III: PURPOSE

The general purpose for which the corporation is formed is to operate exclusively for such educational, scientific, outreach and charitable purposes as related to conserving and improving the environment as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV: LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. Shall not operate for the primary purpose of conducting a trade or business that is not related to its exempt purpose;
2. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

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3. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

4. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE V: MANNER OF ELECTION

The manner in which the directors are elected or appointed shall be set forth in the By-laws of the corporation.

ARTICLE VI: INITIAL DIRECTORS AND/OR OFFICERS

Elizabeth Lacey Hoover
5843 Paradise Point Dr.
Village of Palmetto Bay, FL 33157

President/Secretary/Director

Rosemary Menditto Mann
6791 SW 79th Terrace
South Miami, FL 33143

Vice President/Treasurer/Director

ARTICLE VII: POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented.

ARTICLE VIII: DISSOLUTION

Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation or corporation which is organized exclusively for charitable purposes and which has secured a tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX: INITIAL REGISTERED AGENT AND STREET ADDRESS

The Florida street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

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Mitchell S. Polansky, Esq.
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

ARTICLE X: INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

Mitchell S. Polansky, Esq.
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

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



Signature/Registered Agent

3-13-08
Date

As incorporator, I have made and subscribed these Articles of Incorporation as of the date written below.



Signature/Incorporator

2-13-08
Date

STATE OF FLORIDA)

) SS:

COUNTY OF MIAMI-DADE)

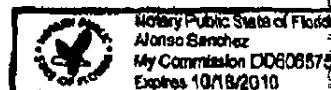
I HEREBY CERTIFY that on this day, before me, personally appeared Mitchell S. Polansky, who is well known to me to be the person described in and who executed these Articles of Organization as Organizer, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 12 day of March 2008.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



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