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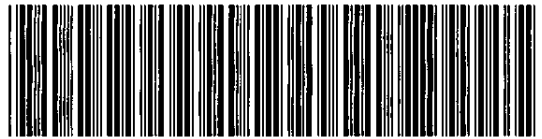
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2008 MAR 31 P 4: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 31 2008
D.A. WHITE

KRAMER & RASSNER, P.A.

7700 NORTH KENDALL DRIVE, SUITE 510
MIAMI, FLORIDA 33156

JEFFREY S. KRAMER, ESQUIRE
WAYNE H. RASSNER, ESQUIRE

TELEPHONE (305) 270-8876
FAX (305) 270-0849

March 26, 2008

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

Attn: New Corp. Filings

RE: Filing of Articles of Incorporation - NOT FOR PROFIT; ENV Magazine, Inc.

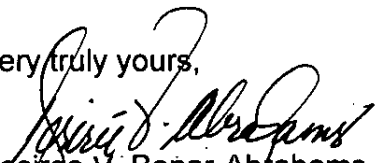
TO WHOM IT MAY CONCERN:

Enclosed please find original and one copy of Articles of (Not for Profit) Incorporation regarding ENV Magazine, Inc. We have enclosed our firm check, in the amount of \$78.75 made payable to the Department of State which represents the filing fee for same.

Please return the filed Articles, charter certificate, and letter from the Secretary of State in the envelope provided.

Your assistance is greatly appreciated.

Very truly yours,



Desiree V. Bonar-Abrahams, asst. to
WAYNE H. RASSNER, ESQUIRE

WHR/dvb
Enclosures

ARTICLES OF INCORPORATION

OF

ENV MAGAZINE, INC.
A Nonprofit corporation

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2008 MAR 31 P 4: 08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Not-For-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

Article 1.
Name

The name of the corporation is as follows ENV MAGAZINE, INC.:

Article 2.
Address

The address of the principal office and the mailing address of the corporation is: 880 NE 69th Street, #7-S, Miami, FL 33138.

Article 3.
Initial Registered Office and Agent

The street address of the initial registered office of the corporation is: Kramer & Rassner, P.A., 7700 SW 88 Street, Suite 510, Miami, Miami-Dade County, FL 33156. The name of its initial registered agent at that address is: Wayne H. Rassner.

Article 4.
No Members

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

Article 5.
Not For Profit

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

Article 6.
Duration

The duration (term) of the corporation is perpetual.

Article 7.
Purposes

The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, primarily including but not limited to promoting and encouraging the submitting of articles regarding environmental issues for the purpose of being published periodically both in the magazine and its website - both to be dedicated to all issues pertaining to enhancing the environment. Subjects such as global warming, solar and wind energy, hybrid-or-electric vehicles, using sustainable woods, preserving rain forests and the everglades, organic foods, organic farming. In addition, we will be supportive of industries whose budgets have been drastically reduced due to economic conditions (i.e., theater and the arts, education) by alerting our readership of the area's cultural calendar and reviews).

Article 8.
Powers

Solely for the above purposes, the corporation shall have the following powers:

A. Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under 26 U.S.C.A. § 501(c)(3), including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation organized and operated for charitable or religious purposes designated by the board of directors which shall at the time qualifies as a tax-exempt organization under 26 U.S.C.A. § 501(c)(3), or as that statute may be amended.

B. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-For-Profit Corporation Act, and any successor or amendment to the Florida Not-For-Profit Corporation Act.

D. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

Article 9.
Limitation

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but 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 7 (Purposes) of these Articles.

Article 10.
Tax Exempt Status

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

Article 12.
Dissolution

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and as described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

Article 13.
Board of Directors

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

The initial board of directors are as follows:

HOWARD SALUS	880 NE 69th Street, #7-S Miami, FL 33138
MAVIS SALUS	880 NE 69th Street, #7-S Miami, FL 33138
WAYNE RASSNER	7700 SW 88 ST., SUITE 510 MIAMI, FL 33156

ARTICLE 14.
Officers

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

The name and street address of each officer is as follows:

HOWARD SALUS - President	880 NE 69th Street, #7-S Miami, FL 33138
MAVIS SALUS - V. Pres./ Treas.	880 NE 69th Street, #7-S Miami, FL 33138

Article 15.
Incorporators

The name and street address of each incorporator is as follows:

HOWARD SALUS	880 NE 69th Street, #7-S Miami, FL 33138
MAVIS SALUS	880 NE 69th Street, #7-S Miami, FL 33138

Article 16.
Bylaws

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

Article 17.
Amendment

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

Article 18.
Indemnification and Civil Liability Immunity

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

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Article 19

Commencement of Corporate Existence

2008 MAR 31 P 4:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDAThe date when corporate existence shall commence is 3-25-08In, witness, the undersigned incorporator has signed these articles of incorporation on the 25 day of March, 2008.
HOWARD SALUS
MAVIS SALUS

CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Fla. Stat. § 617.0501, the undersigned corporation organized under the not-for-profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of the corporation: **ENV MAGAZINE, INC.**
2. Name and address of the registered agent and office: **WAYNE H. RASSNER, KRAMER & RASSNER, P.A., 7700 N. Kendall Drive, Suite 510, Miami, FL 33156**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Dated: 3-25-08
WAYNE H. RASSNER