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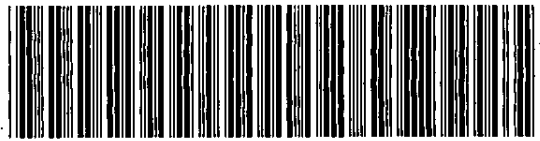
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-3-08
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Mary F. Gutierrez
3393 Two Sisters Way
Pensacola, FL 32505
Phone: (850) 458-7944 Cell: (850) 549-7472
Email: gutmry@cox.net

March 29, 2008

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

SUBJECT: Earth Ethics, Inc.

To Whom It May Concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 (Filing fee and Certificate of Status).

Please do not hesitate to contact me with any questions or comments you might have. The best number to reach me at during the day is my cell number listed above.

Sincerely,



Mary F. Gutierrez

Enclosures: Two (2) copies of Articles of Incorporation

**ARTICLES OF INCORPORATION OF
EARTH ETHICS, INC.,
A CORPORATION NOT FOR PROFIT**

The undersigned, desiring to form a corporation not for profit under the provisions of Chapter 617, Florida Statutes, hereby subscribes to the following Articles of Incorporation:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation is **Earth Ethics, Inc.**, and the street address of the initial principal office of the corporation is 3393 Two Sisters Way Pensacola, FL 32505. The mailing address of the corporation is 3393 Two Sisters Way Pensacola, FL 32505

ARTICLE II - PURPOSES

The purposes for which the corporation is organized shall be as follows:

(a) To secure funding and other donations to support programs that represent the citizens of Northwest Florida including but not limited to the counties of Escambia, Santa Rosa, Okaloosa, and Bay, emphasizing but not limited to environmental, education, sustainability, and planning;
and

(b) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, testing for public safety, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended.

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(c) No part of the net earnings or assets of the corporation is distributable to or for the benefit of its members, directors, or officers, nor shall any of the net earnings or assets of the corporation inure to the benefit of any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes). No member, director or officer of the corporation, or any private individual, shall have any vested right, interest or privilege in, or be entitled to share in the distribution of, any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

(d) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(h) The corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(i) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (A) by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or (B) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

ARTICLE III - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office shall be 3393 Two Sisters Way Pensacola, Florida 32505, and the name of the initial registered agent of this corporation at that address shall be Mary F. Gutierrez.

ARTICLE V - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the corporation, voluntary or otherwise, or the winding up of its affairs, the assets of the corporation remaining after provision for creditors of the corporation shall be distributed in accordance with a plan of distribution adopted by the corporation's Board of Directors,

exclusively to one or more to charitable, scientific, public safety testing, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

No member, director or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE VI – INDEMNIFICATION

The corporation shall indemnify each of its directors and officers, including former directors and officers, to the fullest extent allowed by applicable Florida law.

ARTICLE VII- MEMBERSHIP

Each person who has a vested interest in Northwest Florida shall be a member of this corporation.

ARTICLE VIII - BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors. The directors shall be elected by the members of the corporation at the corporation's annual meeting of members, in accordance with the method of election stated in the bylaws of the corporation. The directors shall have full power to elect directors to fill vacancies in office, or to fill the office of any director who may resign, die, become disabled, or refuse to act. The majority vote of the directors in office shall be sufficient for the taking of any action within the power of the corporation.

This corporation shall have six (6) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than four (4).

The initial board of directors will be:

Gena Buchanan 5412 Flintwood Circle, Pensacola, FL 32504

Janet Etheridge, 2215 Jack's Branch Road Cantonment, FL 32533
Mary Gutierrez, 3393 Two Sisters Way, Pensacola, FL 32505
Laura Pennington, 3960 Sunny Manor Circle Milton, FL 32583
Tiffanie Rowell, 9015 El Matador Lane, Pensacola, FL 32506
Paulette Skillman, 702 Creekwood Road, Mary Esther, FL 32549

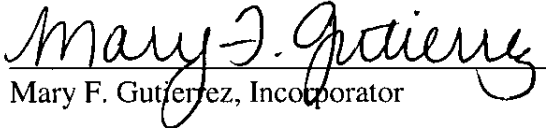
ARTICLE IX - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the members, directors, and officers of the corporation are subject to this reservation.

ARTICLE XI - BYLAWS

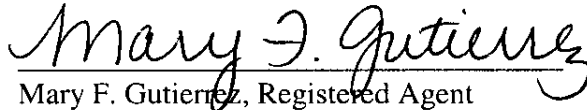
The bylaws of the corporation are to be made, altered, amended, or repealed by a majority vote of the Board of Directors at a regular or special meeting.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on the 29th day of March 2008.


Mary F. Gutierrez, Incorporator

REGISTERED AGENT ACCEPTANCE

I hereby accept the foregoing designation as registered agent of Earth Ethics, Inc. Further, I am familiar with and accept the duties and obligations of such designation.


Mary F. Gutierrez, Registered Agent

Mary F. Gutierrez
3393 Two Sisters Way
Pensacola, FL 32505
Phone: (850) 458-7944 Cell: (850) 549-7472
Email: gutmry@cox.net

March 29, 2008

Department of State
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Please do not hesitate to contact me with any questions or comments you might have. The best number to reach me at during the day is my cell number listed above.

Sincerely,

A handwritten signature in black ink that reads "Mary F. Gutierrez". The signature is written in a cursive, flowing style.

Mary F. Gutierrez

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