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07/18/08--01041--013 \*\*87.50

**Effective Date**

08-01-08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 JUL 18 AM 10:50

APPROVED  
AND  
FILED

B. McKnight JUL 21 2008

**Cover Letter**

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**SUBJECT:** **Alliance Biodiesel, Inc.**

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for: \$87.50 for Filing Fee, Certified Copy and Certificate of Status.

**FROM:** Elliott Rothstein  
619 North Highlands Drive  
Hollywood, FL 33021  
Tel: 954/445-5594

**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

The undersigned, acting as incorporator of a corporation under Chapter 617 F.S., (Not for Profit), adopt the following Articles of Incorporation for such corporation:

Effective Date

08-01-08

**Article I: Name**

The name of the corporation shall be Alliance Biodiesel, Inc.

**Article II: Principal Office**

The principal place of business and mailing address of this corporation shall be:  
619 North Highlands Drive  
Hollywood, Florida 33021

**Article III: Purpose**

This Corporation is organized exclusively for charitable purposes within the meaning of Internal Revenue Code Section 501(c)(3) as interpreted to include the lessening of the burdens of government and the promotion of the health and wellbeing of the community.

**Article IV: Inurement**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or 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 III hereof.

**Article V: Propaganda**

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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**Article VI: Prohibited Activities**

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

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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 VII: Dissolution***

The assets of the Corporation are permanently dedicated for exempt purposes as set forth in Section 501(c)(3) of the Internal Revenue Code. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3), 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 a public purpose. Any such assets not so disposed of shall be disposed of by a 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.

***Article VIII: Manner of Election of Directors***

The manner in which the directors are elected or appointed is set forth in the By Laws.

***Article IX: Initial Registered Agent and Street Address***

The name and Florida street address of the initial registered agent is:

Elliott Rothstein  
619 North Highlands Drive  
Hollywood, FL 33021

***Article X: Incorporator***

The name and address of the Incorporator to these Articles of Incorporation:

Elliott Rothstein  
619 North Highlands Drive  
Hollywood, FL 33021

***Article XI: Effective Date***

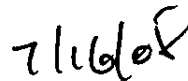
The effective date of these Articles of Incorporation shall be:

August 1, 2008

*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  
Elliott Rothstein

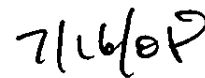


Date

*The undersigned, being the incorporator of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of the State of Florida have executed these articles of incorporation.*



Signature Incorporator  
Elliott Rothstein



Date

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