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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.S. 7-29

COVER LETTER

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

SUBJECT: THE CENTER FOR EARTH JURISPRUDENCE, Inc
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75 Filing Fee & Certified Copy <i>Plus \$3 for 3 pages \$81.75</i>	☐ \$87.50 Filing Fee, Certified Copy & Certificate
ADDITIONAL COPY REQUIRED	

FROM: PATRICIA A SIEMEN, ESQUIRE
Name (Printed or typed)

955 NE 120th ST, #E
Address

BISBAYNE PARK, FL 33161
City, State & Zip

305-623-2389
Daytime Telephone number

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

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)
and in accordance with Section 501(c)(3) of the Internal Revenue Code

ARTICLE I NAME

The Name of the corporation shall be:

The Center for Earth Jurisprudence, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal street and mailing address is:

955 120th Street, Unit E, Biscayne Park, Florida 33161.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

PART A

- (a) The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including but not limited to the development and advocacy of the legal philosophy known as Earth jurisprudence, and further including for such purpose, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, as from time to time amended. 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, or the corresponding section of any section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (b) In developing and advocating Earth jurisprudence, the purposes for which the corporation is organized also include: to promote, develop, critique, and help establish the newly emerging field of law that engages the development of ethical responsibilities and legal structures needed for the protection and enhancement of the natural world, currently referred to as Earth jurisprudence ("Earth Jurisprudence"), by attempting through education to transform legal, economic, and governance systems from their current role of legitimizing human behaviors that contribute to

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TALLAHASSEE, FLORIDA

planetary devastation to the fostering of mutually enhancing human-Earth relationships; or

- (c) In developing and advocating Earth jurisprudence, the purposes for which the corporation is organized also include: to engage in research, teaching, publication (such as textbooks, magazines, journals, brochures), and dialogue concerning Earth Jurisprudence; and concerning legal, political (as in body politic and not electoral), ecological, economic, and technological concepts (substantive and modalities) as well as developing actual models (such as Model Legal Codes) of Earth Jurisprudence that include individual, local, regional, national, and international governance features as they intersect globally; or
- (d) In developing and advocating Earth jurisprudence, the purposes for which the corporation is organized also include: to develop principles and conclusions from the study of the essential, functional laws of the universe (hereinafter, the "Great Jurisprudence") about the interaction of humans and the universe in the immediate context of Earth and its systems and inhabitants; or
- (e) In developing and advocating Earth jurisprudence, the purposes for which the corporation is organized also include: by means of workshops, lectures, seminars, courses, publications, and the like, to establish and promote a venue in which such research and practical experience can be taught and shared, as well as providing a laboratory and means to raise awareness of the interconnected issues, concepts, values, artistry, indigenous contributions, and philosophies imbedded in Earth Jurisprudence as a subset of the Great Jurisprudence; or
- (f) In developing and advocating Earth jurisprudence, the purposes for which the corporation is organized also include: to initiate and promote educational research projects that study the relatedness between biological and cultural diversity, as well as the religious, economic, legal, and social consequences of economic and governance systems in various cultures and environments throughout the world; or
- (g) In developing and advocating Earth jurisprudence, the purposes for which the corporation is organized also include: to facilitate a re-envisioning of legal, governance, economic, and utilitarian ethic-type structures that currently provide lawful justification of economic exploitation of Earth's "resources" and continue to perpetuate an imbalance among humans and between humans and Earth by positing that the well-being of the Earth community is primary and that the legal, economic, and governance systems are derivative of Earth; that the duties and obligations of these systems are to preserve the well-being of Earth in its integral functioning; or

- (h) In developing and advocating Earth jurisprudence, the purposes for which the corporation is organized also include: to develop new ways of conceiving legal, economic, and governance philosophies, systems, and values so that the human species may more effectively realize that every being has inherent rights derived from existence itself; or
- (i) In developing and advocating Earth jurisprudence, the purposes for which the corporation is organized also include: to promote through philosophical, educational, and practical methods the establishment of legal rights for nature, while recognizing the integral participation of humans in the natural world and the qualitative and intrinsic rights of all inhabitants to fulfill their role in the ever-creative Earth community; or
- (j) In developing and advocating Earth jurisprudence, the purposes for which the corporation is organized also include: to foster a shift in consciousness that recognizes the interdependence and connectedness that the various components of the natural world have with each other, the critical stakes at this pivotal time in Earth's history, and the moral and ethical imperatives for humans to act responsibly for the sake of future generations of all species and to augment a shift in understanding of the role and purpose of the human within the wider community by placing the study and application of law, economics, and governance within an ecological context; or
- (k) In developing and advocating Earth jurisprudence, the purposes for which the corporation is organized also include: to create and promote new legal and economic paradigms that offer protection to the commons for future generations that is based on respect for the laws of nature, eco-systems and viable sustainability for all inhabitants of Earth.
- (l) To purchase, mortgage, convey, rent, lease, or otherwise deal with such real and personal property as may be necessary for the purposes herein stated;
- (m) To accept, hold, invest, reinvest, and administer any gifts, grants, bequests, devises, benefits of trust and property of any name, nature or description, to the amount permitted by law, and to use, disburse, or donate the income or principal thereof for the charitable, educational, and other such purposes herein described; and
- (n) Alone or in cooperation with other persons or organizations, to engage in any other activity which may lawfully be conducted by a corporation organized under of Florida Statutes, Chapter 617, and described in Section (501) (c) (3) of the Internal Revenue Code.

PART B

Other lawful provisions for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the power of the corporation, or of its directors, officers are as follows:

I. Tax-Exempt Provisions

1. No part of the income, profits, or assets of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons or individuals, 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* of these Articles of Incorporation. No part of the, income, profits, or assets of the Corporation shall be appropriated for other than the purposes for which the Corporation has been formed.
2. Except as permitted by law, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except to the extent that the Corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the Corporation shall not participate in, or intervene in (including the publishing of statements), any political campaign on behalf of or in opposition to any candidate for public office.
3. In any taxable year in which the Corporation is a private foundation as described in IRC section 509(a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC section 4942, and the organization shall not: (a) engage in any act of self-dealing as defined in IRC section 4941(d); (b) retain any excess business holding as defined in IRC section 4943(c); (c) make any investments in such a manner as to subject the organization to tax under section 4945(d) or corresponding provisions of any subsequent federal tax laws.
4. Except as may be otherwise required or permitted by law, the Corporation may at any time authorize articles of dissolution to be filed with the Florida Department of State by the affirmative vote of a majority of the directors of the Corporation then in office; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary, or by operation of law), the property or assets of the Corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to one or more charitable, religious, educational, or scientific institutions or organizations, created and organized for non-profit purposes

similar to those of the Corporation, contributions to which non-profit institutions or organizations are deductible under Section 170(c) of the Code and which qualify as exempt from income tax under Section 501(c)(3) of such Code as such sections may, from time to time, be amended or added to or under any successor sections thereto, as a majority of the total number of the directors of the Corporation then in office may by vote to designate and in such proportions and in such manner as may be determined in such vote; provided, further, that the Corporation's property may be applied to charitable, religious, scientific, or educational purposes in accordance with the doctrine of *cy pres* in all respects as a court having jurisdiction may direct.

5. Notwithstanding anything else herein provided, the Corporation is organized and shall be operated exclusively for educational, religious, scientific, and charitable purposes, as said terms have been and shall be defined pursuant to Sections 170(e) and 501(c)(3) of the Internal Revenue Code. All powers of this Corporation shall be exercised only in such manner as will assure the operation of this Corporation exclusively for said educational, religious, charitable, or scientific, purposes, as so defined, it being the intention that this Corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of said Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.
6. This Corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code and shall not be a private foundation under section 509(a) of the Internal Revenue Code. Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted
 - (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or
 - (b) by a corporation, contributions to which are deductible under Sections 170 (c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Internal Revenue Code.
7. This Corporation is organized and operated in compliance with the requirements of section 508 of the Internal Revenue Code.
8. No activity, service, or program, of this Corporation shall discriminate against any person or other organization on the basis of race, age, gender, sexual orientation, national origin, or political creed.

B. Other Lawful Provisions

1. The Corporation shall also have the following powers in furtherance of its corporate purposes:
 - a) The Corporation shall have perpetual succession in its corporate name;
 - b) The Corporation may sue and be sued;
 - c) The Corporation may have a corporate seal that it may alter at its pleasure;
 - d) The Corporation may elect or appoint directors, officers, employees and other agents, fix their compensation, and define their duties and obligations;
 - e) The Corporation may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use, and otherwise deal in and with, real or personal property, or any other interest therein, wherever situated, in an unlimited amount;
 - f) The Corporation may solicit and receive contributions from any and all sources and receive and hold, in trust or otherwise, funds received by gift or bequest;
 - g) The Corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, mortgage, pledge, encumber, or create a security interest in all, or any of its property, or any interest therein, wherever situated;
 - h) The Corporation may purchase, take receive, subscribe for, or otherwise acquire, own, hold, vote employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities;
 - i) The Corporation may make contracts, give guarantees in furtherance of its corporate purposes and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated;

- j) The Corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- k) The Corporation may do business, carry on its operations, and have offices and exercise the powers granted by Florida Statutes, Chapter 617, in any jurisdiction within or without the United States, although the Corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes;
- l) The Corporation may pay pensions, establish and carry out pensions, savings, thrift, and other retirement and benefit plans, trust and provisions for any or all of its directors, officers and employees;
- m) The Corporation may take donations in such amounts as the Board of Directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, benevolent, civic, or similar purposes, and in time of war or other national emergency in aid thereof; provided that, as long as the Corporation is entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, it shall make no contribution for other than religious, charitable, scientific, benevolent, or educational purposes or for the prevention of cruelty to children or animals;
- n) The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization, exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees, and other agents (including persons who serve at its request as directors, officers, employees, or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgment, in compromise or as fines and penalties, and counsel fees, reasonably incurred by her or him in connection with the defense or disposition of any action, suit or other proceeding whether civil or criminal, in which s/he may be involved or with which s/he may be threatened, while in office or thereafter, by reason of her or his being or having been such a director, officer, employee, or agent except with respect to any matter as to which s/he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that her or his action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee, or agent, pursuant to a consent decree, or otherwise, no

indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification: (1) by a disinterested majority of directors then in office, (2) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee, or agent appears to have acted in good faith in the reasonable belief that her or his action was in the best interests of the Corporation; or (3) by a court of competent jurisdiction.

Expenses, including counsel fees, reasonably incurred by any such director, officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if s/he shall be adjudicated to be not entitled to indemnification under Florida Statutes, Chapter 617. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personal may be entitled by contract or otherwise under law. As used in this paragraph, the terms "director", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested director" is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending;

- o) The Corporation may be an incorporator of other corporations of any type or kind;
- p) The Corporation may be a partner in any enterprise that it would have power to conduct by itself;
- q) The Board of Directors may make, amend, or repeal the bylaws in whole or in part;
- r) Meetings of the Board of Directors may be held anywhere in the United States;
- s) No person shall be disqualified from holding office by means of any interest. In the absence of fraud, any director or officer of this Corporation individually, or any individual having any interest in any concern in which any such director, officers, or individuals have any interest, may be a party to, or may have a pecuniary or other interest in, any contract, transaction, or other act of this Corporation; and

- (i) such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact; and
 - (ii) no such director, officer, or individual shall be liable to account to this Corporation for any profit or benefit realized through any such contract, transaction, or act; and any such director of this Corporation may be counted in determining the existence of a quorum at any meeting of the Board of Directors or of any committee thereof which shall authorize any such contract, transaction, or act, and may vote to authorize the same; the term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, or beneficiary of any concern; the term "concern" meaning any corporation, association, trust, partnership, firm, person or other entity other than this Corporation;
 - t) The Corporation shall have and may exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Florida Statutes, Chapter 617, or any other chapter of the Florida Statutes; and provided, further, that the Corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the Corporation may receive under Section 501(c)(3) of the Internal Revenue Code;
 - u) All references herein: (1) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (2) to the Florida Statutes, or any chapter thereof, shall be deemed to refer to said Statutes or chapter as now in force or hereafter amended; and (3) the particular sections of the Internal Revenue Code or the Florida Statutes shall be deemed to refer to similar or successor provisions hereafter adopted.
2. No officer or member of the Board of Directors shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as an officer or Board member notwithstanding any provision of law imposing such liability, except (to the extent provided by applicable law) for liability (i) for breach of the officer's or Board member's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the officer or Board member derived an improper personal benefit. If Chapter 617 of the Florida Statutes (or any successor chapter or statute) is amended to authorize corporate action further eliminating or limiting the personal liability of officers or Board members of the Corporation, then the liability of the officers and Board members of the

Corporation shall be eliminated or limited to the fullest extent permitted by the law, as so amended. Any repeal or moderation of this provision shall not adversely affect any right or protection of an officer or Board member of the Corporation existing at the time of such repeal or modification.

- 3) If any term or provision of these Articles of Incorporation, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder of these Articles of Incorporation, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of these Articles of Incorporation shall be held valid and enforced to the fullest extent permitted by law.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The initial directors shall be appointed by the Incorporator and are listed below in *Article V*.

Additional candidates for the Board of Directors of the Corporation shall be presented by the Nominating Committee at the Annual Meeting of the Corporation or at any special meeting called thereof. The Nominating Committee, which shall be appointed in accordance with the provisions of the By-laws, shall solicit names from organizations, government, and individuals, and shall prepare a recommended slate of nominees for circulation to the Directors then in office at least five (5) business days prior to the Annual Meeting.

Candidates shall be elected to the Board of Directors by a majority vote of the Directors then in office.

ARTICLE V INITIAL DIRECTORS AND OFFICERS

Patricia A. Siemen, O.P., Esq.
955 120th Street, Unit E,
Biscayne Park, Florida 33161
Director, President, Chair of the Board

Dr. Gloria Schaab, SSJ, PhD
O'Laughlin Hall
220 Barry University
11300 NE 2nd Avenue
Miami Shores, FL 33161
Director, Vice President/Treasurer

Linda Sheehan, Esq.
PO Box 3156
Fremont, CA 94539
Director, Secretary

Joseph W. DuRocher, Esq
3563 Emerywood Lane
Orlando, FL 32812-7572
Director

Keith Rizzardi, Esq
3301 Gun Club Rd., MSC-1410
West Palm Beach, Florida 33406-3007
Director

Professor Sandra Ruffin, Esq.
Sandra Ruffin, Esq
St. Thomas University
16401 NW 37th Avenue
Miami Gardens, FL 33054
Director

Michael Wallander, Esq.
777 S. Flagler Drive, Suite 300-E
West Palm Beach, FL 33401
Director

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

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

**Patricia A. Siemen, O.P., Esq.
955 120th Street, Unit E
Biscayne Park, Florida 33161.**

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

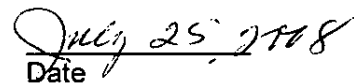
**Patricia A. Siemen, O.P., Esq.
955 120th Street, Unit E
Biscayne Park, Florida 33161**

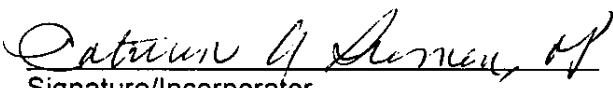
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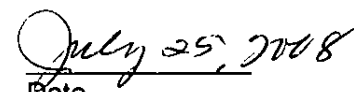
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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent
Patricia A. Siemen, O.P., Esquire


Date


Signature/Incorporator
Patricia A. Siemen, O.P., Esquire


Date