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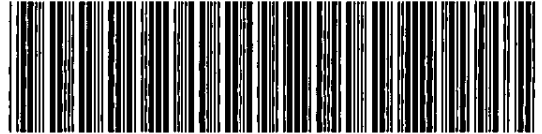
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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VH

LAW OFFICES  
WAYNE P. CASTELLO

TELEPHONE (352) 377-4422

FAX (352) 373-5792

MERIDIEN PLACE  
2772 N.W. 43RD STREET, SUITE W  
GAINESVILLE, FLORIDA 32606

September 18, 2008

VIA FEDERAL EXPRESS

State of Florida  
Department of State  
Division of Corporations  
2661 Executive Center Circle  
Clifton Building  
Tallahassee, FL 32301  
Telephone (850) 245-6052

Re: The Good Earthkeeping Project, Inc.  
(A Florida Corporation Not For Profit)

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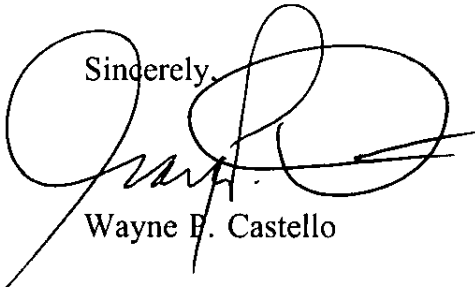
Dear Division of Corporations:

Please find enclosed herewith the Articles of Incorporation for the above corporation. I would appreciate your filing same and returning a certified copy to me. A check in the amount of \$78.75 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Resident Agent Designation	35.00
Certified Copy	<u>8.75</u>
 TOTAL	 \$ 78.75

If there are any questions, please advise. Thank you for your cooperation and assistance with this matter.

Sincerely,



Wayne P. Castello

WPC:deh  
Enclosures  
w2.2008-261.clt

**ARTICLES OF INCORPORATION**

**OF**

**THE GOOD EARTHKEEPING PROJECT, INC.**

**(A FLORIDA CORPORATION NOT FOR PROFIT)**

**FILED**  
03 SEP 19 PM 3:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a Corporation Not For Profit under the provisions of Chapter 617 of the Florida Statutes, do hereby certify:

**ARTICLE I. NAME**

The name of the Corporation shall be THE GOOD EARTHKEEPING PROJECT, INC.

**ARTICLE II. DURATION**

The Corporation shall exist perpetually.

**ARTICLE III. PURPOSE**

The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The purposes of the Corporation shall be: to foster, encourage and recognize significant achievements and contributions of persons and/or businesses toward better sustainability and protection of the natural environment; to educate communities concerning such achievements and contributions; and to engage solely in activities necessary and proper for the attainment of the purposes hereinabove set forth.

**ARTICLE IV. MEMBERSHIP**

The Corporation shall have Members. The members of the Corporation shall be divided into two (2) classes and shall consist of the following:

(a) VOTING MEMBERS. The individuals constituting the Board of Directors hereinafter provided, and their successors in office, shall be the Voting Members of the

Corporation. As such, those Voting members shall be the only persons entitled to vote in the affairs of the Corporation, as hereinafter provided.

(b) NON-VOTING MEMBERS. The individuals donating funds to the Corporation, in such categories as shall be determined by the Board, shall be the Non-Voting Members of the Corporation for a period of one-year from the date of their respective donations.

## ARTICLE V. OFFICERS

The affairs of the Corporation shall be administered by a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the By-laws. The officers shall be elected at the regular annual meeting of the Board of Directors in the manner prescribed in the By-Laws. The names of the persons who shall serve as officers until the first election of officers under the Articles are as follows:

John Paling	President
Daniel C. Clark	Vice-President
Mickie MacKenzie	Secretary
Ellie Anusavice	Treasurer

## ARTICLE VI. DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of the number of directors designated in the By-Laws, but not less than three (3) directors. Directors may be removed and vacancies on the Board shall be filled in the manner provided in the By-Laws. The names and addresses of the initial members of the Board of Directors, who shall hold office until their resignation, removal from office, or death, are as follows:

Name	Address
John Paling	5822 N. W. 91st Boulevard Gainesville, FL 32653
Daniel C. Clark	301 S. E. 4th Avenue, Station 112 Gainesville, FL 32601

Mickie MacKenzie

519 N. E. 1st Street  
Gainesville, FL 32601

#### ARTICLE VII. INCORPORATORS

The names and residence address of the subscribers of these Articles of Incorporation are as follows:

Name	Address
John Paling	5822 N. W. 91st Boulevard Gainesville, FL 32653
Daniel C. Clark	301 S. E. 4th Avenue, Station 112 Gainesville, FL 32601
Mickie MacKenzie	519 N. E. 1st Street Gainesville, FL 32601

#### ARTICLE VIII. BY-LAWS

The By-Laws of the Corporation shall be made, altered, amended, or repealed by the Board of Directors in the manner provided in the By-Laws of the Corporation.

#### ARTICLE IX. AMENDMENTS TO ARTICLES

The Articles of Incorporation may be altered, amended, or repealed by the Board of Directors in the manner provided in the By-Laws of the Corporation.

#### ARTICLE X. NON-PROFIT STATUS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Officers, Directors, 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. 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 any candidate for public office. Notwithstanding any other provision of the 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE XI. INDEMNIFICATION

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including fees for counsel, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation, whether or not he is a Director or Officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

#### ARTICLE XII. DISSOLUTION

Upon 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, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 XIII. PRINCIPAL CORPORATE OFFICE/REGISTERED AGENT

The address of this corporation's initial, principal registered office is 5822 N. W. 91st Boulevard, Gainesville, Florida 32653, and the name and address of the

corporation's registered agent at said address is John Paling, 5822 N. W. 91st Boulevard, Gainesville, Florida 32653.

#### EFFECTIVE DATE

These Articles of Incorporation shall be effective on September 17, 2008.

IN WITNESS WHEREOF, the subscribers have affixed their signatures hereto, this 17<sup>th</sup> day of September, 2008.

John Paling  
John Paling, Incorporator

John Paling  
John Paling, Registered Agent

Daniel C. Clark  
Daniel C. Clark, Incorporator

Mickie MacKenzie  
Mickie MacKenzie, Incorporator

03 SEP 19 PM 3:21  
SECRETARY OF STATE  
ATLANTA, GEORGIA

#### ACCEPTANCE BY RESIDENT AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

John Paling  
John Paling, Registered Agent

STATE OF FLORIDA  
COUNTY OF ALACHUA

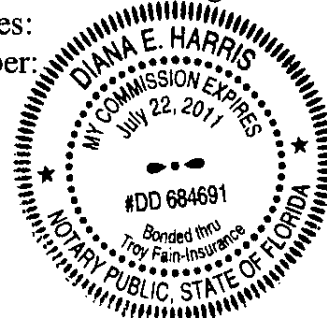
The foregoing Articles of Incorporation were acknowledged before me this 17<sup>th</sup> day of September, 2008, by JOHN PALING, who is personally known to me, or who has produced a Driver's License as identification.

*Diana E. Harris*

Notary Public, State of Florida at Large

My Commission expires:

My Commission number:



STATE OF FLORIDA  
COUNTY OF ALACHUA

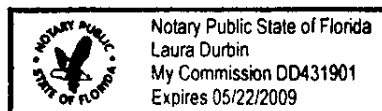
The foregoing Articles of Incorporation were acknowledged before me this 17<sup>th</sup> day of September, 2008, by DANIEL C. CLARK, who is personally known to me, or who has produced a Driver's License as identification.

*Laura Durbin*

Notary Public, State of Florida at Large

My Commission expires:

My Commission number:



STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing Articles of Incorporation were acknowledged before me this 17<sup>th</sup> day of September, 2008, by MICKIE MACKENZIE, who is personally known to me, or who has produced a Driver's License as identification.

*Laura Durbin*

Notary Public, State of Florida at Large

My Commission expires:

My Commission number:

