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TALLAHASSEE, FLORIDA
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Amend

SEP 25 2012

T. CAULEY

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **Save the Earth Ecocenter, Inc.**

DOCUMENT NUMBER: **N09000003505**

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jeffrey M. Tucker

(Name of Contact Person)

Save the Earth Ecocenter, Inc.

(Firm/ Company)

10111 SW 137 Place

(Address)

Miami, FL 33186-7353

(City/ State and Zip Code)

tuckbrc@bellsouth.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeffrey M. Tucker

(Name of Contact Person)

at **305 607-9721**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAVE THE EARTH ECO CENTER, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

12 SEP 25 PM 12:28

N09000003505

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

10111 SW 137 Place

Miami, FL 33186-7353

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

10111 SW 137 Place

Miami, FL 33186-7353

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

JEFFREY M. TUCKER

10111 SW 137 PLACE, MIAMI, FL 33186-7353

(Florida street address)

New Registered Office Address:

MIAMI

(City)

Florida 33186-7353

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Jeffrey M. Tucker

Page 1 of 4

(changed at Annual Filing
2011)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove		N/A	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See Attached ARTICLES of Amendment
to ARTICLES of Incorporation,
pp 1-4.

The date of each amendment(s) adoption: All adopted March 14, 2012

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 28 AUG 2012

Signature [Handwritten Signature]

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Noel Cleland

(Typed or printed name of person signing)

President, STEEL

(Title of person signing)

**ARTICLES OF AMENDMENT 1/4
To ARTICLES OF INCORPORATION,
SAVE THE EARTH ECOCENTER, INC. 'STEEI' Doc# N09000003505**

ARTICLE I - NA

ARTICLE II – The principal place of business address:

10111 SW 137 PLACE, MIAMI, FL 33186-7353

The mailing address of the corporation is:

10111 SW 137 PLACE, MIAMI, FL 33186-7353

ARTICLE III – The specific purpose for which this Corporation is organized is:

ADVOCATE A COMPASSIONATE, VEGAN, ORGANIC AND SUSTAINABLE PLANT-STRONG DIET AND EDUCATE PEOPLE ABOUT THE POWERFUL EFFECTS OF FOOD CHOICES ON HEALTH, ENVIRONMENT AND ANIMALS.

ARTICLE IV – The manner in which directors are elected or appointed is:

THE OFFICERS OF STEEI SHALL AUTOMATICALLY BE APPOINTED AS DIRECTORS OF THE BOARD. ADDITIONAL DIRECTORS MAY BE APPOINTED BY THE BOARD TO SERVE AS DIRECTORS-AT-LARGE OR AS OFFICERS OF THE BOARD. THERE SHALL BE THREE OFFICERS OF THE BOARD CONSISTING OF A PRESIDENT, SECRETARY AND TREASURER, WHOSE DUTIES SHALL BE:

4A. THE PRESIDENT SHALL APPOINT COMMITTEE CHAIRS, CONVENE AND PRESIDE AT BOARD MEETINGS OR ARRANGE FOR ANOTHER DIRECTOR OR THE EXECUTIVE DIRECTOR TO PRESIDE AT EACH MEETING, AND PERFORM OTHER DUTIES CONSISTENT WITH THE OFFICE;

4B. THE SECRETARY SHALL KEEP RECORDS OF BOARD ACTIONS, TAKE MINUTES AT BOARD MEETINGS, SEND OUT MEETING ANNOUNCEMENTS, AND DISTRIBUTE COPIES OF MINUTES AND THE AGENDA TO EACH DIRECTOR;

4C. THE TREASURER SHALL MAKE A REPORT AT EACH BOARD MEETING. THE TREASURER SHALL CHAIR THE FINANCE COMMITTEE, ASSIST IN THE PREPARATION OF THE BUDGET, DEVELOP FUNDRAISING PLANS, AND MAKE FINANCIAL INFORMATION AVAILABLE TO DIRECTORS AND THE PUBLIC

ARTICLE V - The name and address of the registered agent is:

JEFFREY M. TUCKER 10111 SW 137 PLACE, MIAMI, FL 33186-7353

ARTICLE VI - NA

ARTICLE VII - NA

ARTICLE VIII - The following are prohibitions:

ARTICLES OF AMENDMENT 2/4

To ARTICLES OF INCORPORATION,

SAVE THE EARTH ECOCENTER, INC. ('STEEI' Doc# N09000003505

8A. NO DIRECTOR, OFFICER, EMPLOYEE, COMMITTEE MEMBER, OR PERSON CONNECTED WITH STEEI SHALL RECEIVE ANY OF THE NET EARNINGS OR PECUNIARY PROFIT FROM THE OPERATIONS OF STEEI; PROVIDED THAT THIS SHALL NOT PREVENT STEEI'S PAYMENT TO ANY PERSON OF REASONABLE COMPENSATION FOR SERVICES RENDERED TO OR FOR STEEI IN EFFECTING ANY OF ITS PURPOSES AS DETERMINED BY THE BOARD.

8B. PROHIBITED ACTIVITIES. NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE BYLAWS, NO DIRECTOR, OFFICER, EMPLOYEE OR REPRESENTATIVE OF THIS CORPORATION SHALL TAKE ANY ACTION OR CARRY ON ANY ACTIVITY NOT PERMITTED TO BE TAKEN OR CARRIED ON BY AN EXEMPT ORGANIZATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986 AND ITS REGULATIONS AS THEY NOW EXIST OR AS THEY MAY LATER BE AMENDED, OR BY AN ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(D)(2) OF THE INTERNAL REVENUE CODE OF 1986 AND REGULATIONS AS THEY NOW EXIST OR AS THEY MAY LATER BE AMENDED.

ARTICLE IX – The following is the Corporations' conflict of interest policy:

9A. THE PURPOSE OF THE CONFLICT OF INTEREST POLICY IS TO PROTECT STEEI'S TAX-EXEMPT STATUS WHEN IT CONTEMPLATES A TRANSACTION OR ARRANGEMENT THAT MIGHT BENEFIT THE PRIVATE INTEREST OF AN OFFICER OR DIRECTOR OR RESULT IN AN EXCESS BENEFIT TRANSACTION. THIS POLICY IS INTENDED TO SUPPLEMENT BUT NOT REPLACE ANY APPLICABLE STATE AND FEDERAL LAWS GOVERNING CONFLICT OF INTEREST APPLICABLE TO NONPROFIT AND CHARITABLE ORGANIZATIONS.

9B. AN INTERESTED PERSON MUST DISCLOSE THE EXISTENCE OF POSSIBLE CONFLICTING FINANCIAL INTERESTS AND BE GIVEN THE OPPORTUNITY TO DISCLOSE ALL MATERIAL FACTS TO THE BOARD WHILE IT IS CONSIDERING THE PROPOSED TRANSACTION OR ARRANGEMENT.

9C. AFTER DISCLOSURE OF THE FINANCIAL INTEREST AND ALL MATERIAL FACTS, AND AFTER ANY DISCUSSION WITH THE INTERESTED PERSON, HE/SHE SHALL LEAVE THE BOARD MEETING WHILE THE DETERMINATION OF A CONFLICT OF INTEREST IS DISCUSSED AND VOTED UPON. THE REMAINING DIRECTORS SHALL DECIDE IF A CONFLICT OF INTEREST EXISTS.

9D. AFTER EXERCISING DUE DILIGENCE, THE BOARD SHALL DETERMINE WHETHER STEEI CAN OBTAIN WITH REASONABLE EFFORTS A MORE

**ARTICLES OF AMENDMENT 3/4
To ARTICLES OF INCORPORATION,
SAVE THE EARTH ECOCENTER, INC. 'STEEI' Doc# N09000003505**

ADVANTAGEOUS TRANSACTION OR ARRANGEMENT FROM A PERSON OR ENTITY THAT WOULD NOT GIVE RISE TO A CONFLICT OF INTEREST.

9E: IF THE BOARD HAS REASONABLE CAUSE TO BELIEVE A MEMBER HAS FAILED TO DISCLOSE ACTUAL OR POSSIBLE CONFLICTS OF INTEREST, IT SHALL INFORM THE INTERESTED PERSON OF THE BASIS FOR SUCH BELIEF AND AFFORD THE INTERESTED PERSON AN OPPORTUNITY TO EXPLAIN THE ALLEGED FAILURE TO DISCLOSE. IF, AFTER HEARING THE INTERESTED PERSON'S RESPONSE AND AFTER MAKING FURTHER INVESTIGATION AS WARRANTED BY THE CIRCUMSTANCES, THE BOARD DETERMINES THE MEMBER HAS FAILED TO DISCLOSE AN ACTUAL OR POSSIBLE CONFLICT OF INTEREST, IT SHALL TAKE APPROPRIATE DISCIPLINARY AND CORRECTIVE ACTION.

9F: RECORDS OF PROCEEDINGS. THE MINUTES OF THE BOARD SHALL CONTAIN:

9FA. THE NAMES OF THE PERSONS WHO DISCLOSED OR OTHERWISE WERE FOUND TO HAVE A FINANCIAL INTEREST IN CONNECTION WITH AN ACTUAL OR POSSIBLE CONFLICT OF INTEREST, THE NATURE OF THE FINANCIAL INTEREST, ANY ACTION TAKEN TO DETERMINE WHETHER A CONFLICT OF INTEREST WAS PRESENT, AND THE BOARD'S DECISION AS TO WHETHER A CONFLICT OF INTEREST IN FACT EXISTED AND

9FB. NAMES OF THE PERSONS WHO WERE PRESENT FOR DISCUSSIONS AND VOTES RELATING TO THE TRANSACTION OR ARRANGEMENT, THE CONTENT OF THE DISCUSSION, INCLUDING ANY ALTERNATIVES TO THE PROPOSED TRANSACTION OR ARRANGEMENT, AND A RECORD OF ANY VOTES TAKEN IN CONNECTION WITH THE PROCEEDINGS.

9G. A DIRECTOR OF THE BOARD WHO RECEIVES COMPENSATION, DIRECTLY OR INDIRECTLY, FROM STEEI FOR SERVICES, IS PRECLUDED FROM VOTING ON MATTERS PERTAINING TO THEIR OWN COMPENSATION.

9H. EACH DIRECTOR, OFFICER AND MEMBER OF A COMMITTEE WITH GOVERNING BOARD DELEGATED POWERS SHALL ANNUALLY SIGN A STATEMENT WHICH AFFIRMS SUCH PERSON: HAS RECEIVED A COPY OF THE CONFLICTS OF INTEREST POLICY, HAS READ AND UNDERSTANDS THE POLICY, HAS AGREED TO COMPLY WITH THE POLICY, AND UNDERSTANDS THE ORGANIZATION IS CHARITABLE AND IN ORDER TO MAINTAIN ITS FEDERAL TAX EXEMPTION IT MUST ENGAGE PRIMARILY IN ACTIVITIES WHICH ACCOMPLISH ONE OR MORE OF ITS TAX-EXEMPT PURPOSES.

**ARTICLES OF AMENDMENT 4/4
To ARTICLES OF INCORPORATION,
SAVE THE EARTH ECOCENTER, INC. 'STEEI' Doc# N09000003505**

9I. TO ENSURE STEEI OPERATES IN A MANNER CONSISTENT WITH CHARITABLE PURPOSES AND DOES NOT ENGAGE IN ACTIVITIES THAT COULD JEOPARDIZE ITS TAX-EXEMPT STATUS, PERIODIC REVIEWS SHALL BE CONDUCTED TO DETERMINE: WHETHER COMPENSATION ARRANGEMENTS AND BENEFITS ARE REASONABLE, BASED ON COMPETENT SURVEY INFORMATION AND THE RESULT OF ARM'S LENGTH BARGAINING; WHETHER PARTNERSHIPS, JOINT VENTURES, AND ARRANGEMENTS WITH MANAGEMENT ORGANIZATIONS CONFORM TO STEEI'S WRITTEN POLICIES, ARE PROPERLY RECORDED, REFLECT REASONABLE INVESTMENT OR PAYMENTS FOR GOODS AND SERVICES, FURTHER CHARITABLE PURPOSES AND DO NOT RESULT IN INUREMENT, IMPERMISSIBLE PRIVATE BENEFIT OR IN AN EXCESS BENEFIT TRANSACTION.

9J. WHEN CONDUCTING THE PERIODIC REVIEWS STEEI MAY, BUT NEED NOT, USE OUTSIDE ADVISORS. IF OUTSIDE EXPERTS ARE USED, THEIR USE SHALL NOT RELIEVE THE BOARD OF ITS RESPONSIBILITY FOR ENSURING PERIODIC REVIEWS ARE CONDUCTED.

ARTICLE X. The Corporation's policy for transfer of assets:

10A. THE SECRETARY SHALL NOTIFY THE ATTORNEY GENERAL OF THE STATE OF FLORIDA WHEN DISSOLUTION, INDEMNIFICATION, MERGER, REMOVAL OF DIRECTORS, AND THE SALE OF ASSETS (AS DEFINED IN THE FLORIDA NONPROFIT CORPORATION ACT) OCCURS. THE SECRETARY SHALL DELIVER NOTICE IN THE MANNER REQUIRED BY EACH EVENT AND COOPERATE WITH THE ATTORNEY GENERAL IN PROVIDING NECESSARY INFORMATION.

10B. ANY ASSETS OF STEEI MUST BE TRANSFERRED OR CONVEYED TO ANOTHER NONPROFIT CORPORATION IN THE EVENT OF DISSOLUTION OR MERGER AND A LIST SHALL BE DELIVERED TO THE ATTORNEY GENERAL SHOWING THOSE, OTHER THAN CREDITORS, TO WHOM THE CORPORATION TRANSFERRED OR CONVEYED ASSETS. THE LIST MUST INDICATE THE ADDRESS OF EACH NONPROFIT ORGANIZATION, OTHER THAN CREDITORS, WHO RECEIVED ASSETS, AND AN INDICATION OF WHAT ASSETS EACH RECEIVED.

10C. THE SECRETARY SHALL GIVE WRITTEN NOTICE TO THE ATTORNEY GENERAL 20 DAYS BEFORE IT SELLS, LEASES, EXCHANGES, OR OTHERWISE DISPOSES OF ALL OR SUBSTANTIALLY ALL OF ITS PROPERTY IF THE TRANSACTION IS NOT IN THE USUAL AND REGULAR COURSE OF ITS ACTIVITIES, UNLESS THE ATTORNEY GENERAL HAS GIVEN THE CORPORATION A WRITTEN WAIVER.
