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FLORIDA PROFIT/NON PROFIT CORPORATION

The Green Foundation

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**Articles of Incorporation
Of
FIRST GREEN FOUNDATION, INC.**

The undersigned, under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, does hereby make and adopt the following Articles of Incorporation.

**Article I
Name**

The name of the Corporation is First Green Foundation, Inc.

**Article II
Address**

The mailing and street address of the corporation is 1301 South Bay Street, Eustis, FL 32726.

**Article III
Registered Office and Agent.**

The street address of the registered office of business is 1301 South Bay Street, Eustis, FL 32726. The registered agent is Ken LaRoe.

**Article IV
Not For Profit**

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its members, directors, or officers, except to the extent permissible under these articles, under law and under § 501(c)(3) of the Internal Revenue Code. If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under § 501(c)(3) of the Internal Revenue Code.

**Article V
Purposes**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes, including but not limited to, educating the public to live life in an environmentally sustainable way and to preserve natural resources and environmentally sensitive habitats.

**Article VI
Powers**

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on

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nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

Article VII Board of Directors

The bylaws shall provide the method of election of all Directors and the number of Directors may be raised or lowered by amendment of the bylaws, but the number of Directors shall never be less than three.

Article VIII Board of Directors

The name and address of each Director of the Corporation is as follows:

Name	Address
Ken LaRoe, Chairman	1301 South Bay Street Eustis, FL 32726
Nancy Hoff	1301 South Bay Street Eustis, FL 32726
Chris Van Buskirk	1301 South Bay Street Eustis, FL 32726
Paul Roundtree	1301 South Bay Street Eustis, FL 32726

Article IX Commencement of Corporate Existence And Duration

The Corporation began its corporate existence upon the filing and acceptance by the Florida Department of State of the Articles of Incorporation. The duration of the Corporation is perpetual.

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Article X Tax Exempt Status

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation § 501(a) of the Internal Revenue Code as an organization described in § 501(c)(3) of the Internal Revenue Code and which is other than a private foundation as defined in § 509 of the Internal Revenue Code. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under § 501(c)(3) of the Internal Revenue Code. All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

Article XI Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, or 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 disposed of by the Court of Common Pleas (or court of similar jurisdiction) of the county in which the principal office of the organization 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 XII Officers

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

Article XIII Incorporator

The name and address of the Incorporator is as follows:

Name	Address
Ken LaRoe	1301 South Bay Street Eustis, FL 32726

Article XIV Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles

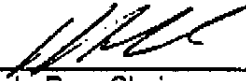
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of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors, and Officers are subject to this reservation.

**Article XV
Indemnification**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted under Florida Law.

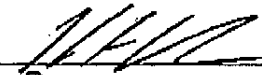
In Witness Whereof, the undersigned has signed these Amended Articles of Incorporation on this ____ day of March, 2009.



Ken LaRoe, Chairman

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as Registered Agent of First Green Foundation, Inc. which is contained in the foregoing Articles of Amendment to Articles of Incorporation.



Ken LaRoe
Registered Agent
1301 South Bay Street
Eustis, FL 32736

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