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FLORIDA PROFIT/NON PROFIT CORPORATION

TOPGREEN FOUNDATION INC.

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**ARTICLES OF INCORPORATION
OF
TOPGREEN FOUNDATION INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

TOPGREEN FOUNDATION INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Jose A. Lopez
8150 SW 92 Street
Miami, Florida 33156

ARTICLE III

PURPOSE

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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 above. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

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ARTICLE IVDISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 VBOARD OF DIRECTORS

This corporation shall have three (3) Directors to be selected pursuant to the By-laws at an annual meeting of this organization, and shall serve for a term of two years. The number of Directors may be increased or diminished from time to time by the By-laws but shall never be less than three (3). The Board of Directors shall have the control and management of the affairs and business of this organization. A majority of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held annually in the month of August. Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year. The President of the organization by virtue of his office shall be Chairman of the Board of Directors. The Board of Directors shall select from one of their members a secretary.

ARTICLE VIINITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Jose A. Lopez
8150 SW 92 Street
Miami, Florida 33166

EFFECTIVE DATE

8/10/09

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ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Jose A. Lopez
8150 SW 92 Street
Miami, Florida 33156

ARTICLE VIII

EFFECTIVE DATE

The effective date of these Articles and the date that corporate existence shall begin is August 10, 2009.

The undersigned has executed these Articles of Incorporation this 11th day of August, 2009.



JOSE A. LOPEZ, Incorporator

EFFECTIVE DATE 8/10/09

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

TOPGREEN FOUNDATION, INC.

2. The name and address of the initial registered agent and office is:

Jose A. Lopez
8150 SW 92 Street
Miami, Florida 33156

Signature: _____

JOSE A LOPEZ

Date: August 11th, 2009

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____

JOSE A LOPEZ

Date: August 11th, 2009

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EFFECTIVE DATE 8/10/09