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13 FEB -8 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
8-813



February 4, 2013

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

Re: **THE FOUNDATION TO FEED AND COOL THE EARTH, INC.**
Amended Articles of Incorporation

Dear Sir/Madam:

Enclosed for submission and filing are the original signed Amended Articles of Incorporation for **THE FOUNDATION TO FEED AND COOL THE EARTH, INC.** (the "Corporation").

Would you kindly file the Amended Articles, provide us with a certified copy of the filing, and return all correspondence concerning this matter to the undersigned, as legal counsel for the Corporation, at the following address:

David Vogel, Esq.
Ryan D. Gesten, P.A.
6824 Griffin Rd.
Davie, FL 33314

Would you please send all email communications to the undersigned at david@gestenlaw.com with a copy to info@face97.com.

For further information, you may also call undersigned counsel at 954.791.1345.

Enclosed please find our firm's check for \$43.75 payable to the Florida Department of State in payment of the filing fee (\$35.00) and fee for a certified copy (\$8.75).

Very truly yours,

THE LAW OFFICES OF RYAN D. GESTEN, P.A.



DAVID VOGEL, ESQ.

cc: Marc Goldberg, President

**AMENDED ARTICLES OF INCORPORATION
OF
FOUNDATION TO FEED AND COOL THE EARTH, INC.
(A Florida Corporation Not for Profit)**

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**ARTICLE I
Name**

The name of this Corporation is, **FOUNDATION TO FEED AND COOL THE EARTH, INC.** (hereinafter called the "Corporation").

**ARTICLE II
Corporate Nature**

The Corporation is a not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III
Address**

The address of the principal office and the mailing address of the Corporation shall be: **14430 Rockingham Dr., Port St. Lucie, FL 34987.**

**ARTICLE IV
Duration**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE V
Purposes**

FOUNDATION TO FEED AND COOL THE EARTH (hereinafter sometimes referred to as "FFACE") has been contemplated and is being organized, generally, for the charitable, public welfare, conservational, educational and public service purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of the United States of America, or any corresponding or successor section of any future federal tax code (hereinafter referred to collectively as the "Code") and, more specifically to (a) increase the quality of the air, water and atmosphere global, (b) combat, and retard the effects of, global warming, (c) create new sources and enhance additional sources of fruits, vegetables and other organic foods to feed humanity and (d) advance re-forestation, and (e) provide shade, shelter and related humanitarian and

ecosystem benefits by engaging in aggressive and methodical programs of tree planting within the State of Florida, throughout the United States and worldwide. In furtherance of its purposes, FFACE shall be empowered, *inter alia*, to (a) promote, sponsor, organize and engage in tree planting programs, educational programs, and other events designed to educate governments and citizenry of the critical necessity and virtues of reforestation, (b) promote, establish and maintain forests and other beneficial green areas in, near or for the benefit of human population areas and wildlife regions, (c) make distribution of funds, materials, equipment or plants/plantings to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code; and (d) work in conjunction with, and cooperate with, local, state, national and foreign governments to advance their mutual goal of forestation to benefit humanity.

ARTICLE VI

Powers

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights, and powers created, given, extended, or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida (including any additions or amendments thereto) pertaining to not-for-profit corporations. Without limiting the generality of the foregoing, the Corporation is empowered:

(i) to acquire, own, maintain, and use its assets for the purposes set forth in Article V hereof;

(ii) to buy, own, sell, convey, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;

(iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article V hereof and to secure the same by mortgage, pledge, or other lien on the Corporation's property;

(iv) to raise funds by any legal means, and in a manner consistent with the letter and intent of Section 501(c)(3) of the Code, for the accomplishment of its purposes set forth in Article V hereof; and

(v) to do and to perform all lawful acts reasonably necessary and permissible to accomplish its purposes set forth in Article V hereof.

ARTICLE VII

Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the Bylaws of the Corporation. The number of Directors of the Corporation shall be not less than three (3) people. The number and method of election of directors shall be as stated in the Bylaws of the Corporation. Subject to the provisions of Article IX of these Articles, the voting and other rights of the members of the Board of Directors shall be prescribed by and set forth in the Bylaws of the Corporation.

ARTICLE VIII

Initial Board of Directors and Officers

A. The Corporation shall have such Officers as shall be set forth the Bylaws. The Officers shall be elected annually by the Board of Directors; and the manner of election of the Officers shall be as set forth in the Bylaws. The following are the Initial Officers of the Corporation, to hold office until replaced by the election of Officers at the first annual Board of Directors meeting:

- (i) Marc B Goldberg, President
- (ii) Joseph Barthe, Vice President
- (iii) Louis Rheault, Secretary
- (iv) Michel Martin Rheault, Treasurer

The Corporation may add additional Offices and Officers as permitted by the Bylaws.

B. The initial Board of Directors shall be elected as set forth in the Bylaws of the Corporation.

C. To the full extent permitted by law, the Corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, except for intentionally tortious acts or acts of willful misconduct.

ARTICLE IX

Members

A. Subject to the provisions of Paragraph B of this Article IX, the Corporation shall have a single class of members who shall be referred to herein as "Members". All Members shall be individuals over the age of 18 who desire to further the purposes of the Corporation described in Article V of these Articles of Incorporation. The initial members of the Corporation shall be as follows:

- (i) Marc B Goldberg, 11430 SW Rockingham Dr, Port Saint Lucie FL 34987
- (ii) Joseph Barthe, 4265 McClellen Rd, Port Saint Lucie FL 34593
- (iii) Louis Rheault, 1511 Stillwater Drive, Miami Beach FL 33141
- (iv) Michel Martin Rheault, 115 NE 94th Street, Miami Shores FL 33138

B. Membership of Marc Goldberg.

(i) Voting Rights. Marc B. Goldberg's Membership interest shall have Two (2) votes, which voting right shall be personal to Marc B. Goldberg. Each and every other Member shall have One (1) vote. Upon any termination of Marc B. Goldberg's membership, whether by incapacity, death or otherwise, each and every remaining Member, and any future Member, shall have but One (1) vote.

(ii) Anything herein contained to the contrary notwithstanding, Marc Goldberg shall be a member of the Corporation for life and such membership shall not be subject to termination or removal for any reason, other than his own incapacity, death or voluntary termination.

(iii) Upon Marc Goldberg's incapacity, he shall be removed from membership in the Corporation only upon:

(a) the unanimous affirmative vote, given by written consent or cast at a duly called meeting of all of the other members (other than Marc Goldberg), if any, or if there are no other members, the unanimous affirmative vote given by written consent or cast at a duly called meeting of all of the Directors of the Corporation (other than by the member sought to be removed), and

(b) the written concurrence of a duly licensed physician who is then regularly treating Marc Goldberg, to the effect that Marc Goldberg is physically and/or mentally incapable of fulfilling his responsibilities as a Member of the Corporation.

C. Except as provided in Paragraph D of this Article IX, additional members shall be admitted to the Corporation only by written consent or cast at a duly called meeting of all of the Members of the Corporation.

D. If, due to the death, resignation, and/or removal of all of the members, the Corporation shall have no members at any time, the Board of Directors shall have the authority, which may be exercised only once upon the occurrence of each such event, to appoint, and shall appoint, at least One, but not more than Five, members. Upon making such appointment, the authority of the Board of Directors to appoint members shall terminate unless and until there again shall be no members.

E. Subject to the foregoing provisions of this Article IX, the Bylaws of the Corporation shall prescribe and govern the rules and restrictions relating to Members, including but not limited to their removal, discretionary and other powers, voting rights, obligations, and procedures for membership.

ARTICLE X

Dissolution and Distribution of Assets

A. Except as otherwise required by law, the Corporation shall not dissolve and shall not dispose of all or substantially all of its assets without the unanimous affirmative vote given by written consent or cast at a duly called meeting of all of the members of the Corporation.

B. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment and discharge of all of the liabilities of the Corporation, distribute the remaining assets of the Corporation in furtherance of the purposes of the Corporation set forth in Article V hereof. To the extent that the Board of Directors determines in its discretion that it is not feasible to dispose of the assets of the Corporation in furtherance of the purposes described in Article V hereof, the remaining assets of the Corporation shall be distributed for one or more exempt entities or for such purposes which, in the determination of the Board of Directors, either directly or tangentially best represent and advance the goal of domestic or global reforestation, all within the meaning of Section 501(c)(3) of the Code (the "Exempt purpose"), or the remaining assets shall be distributed either to the federal government or to a state or local government for such exempt purposes. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county where the principal office of the Corporation is then located. Such court shall determine which organization

or organizations that the undistributed assets shall go to, but such organization or organizations must be operated exclusively for one or more exempt purposes.

ARTICLE XI

Restrictions

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, 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 in Article V of these Articles of Incorporation. The property of the Corporation is irrevocably dedicated to the purposes of the Corporation, and no part of the net income or assets of this corporation shall ever inure to the benefit of any of its Directors, Officers, or Members, or to the benefit of any private individual.

B. No substantial part of the activities of the Corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not either participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distribution of statements or other materials). Additionally, the Corporation shall not engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activity which is inconsistent with the purposes of the Corporation as stated herein or any other activity not permitted to be carried on:

(i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or

(ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code.

D. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

E. The Corporation shall not:

(i) engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(ii) Retain any excess business holdings as defined in Section 4943(c) of the Code;

(iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code; or

(iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE XII

Bylaws

The Board of Directors shall adopt bylaws consistent with these Articles of Incorporation. The Bylaws may be amended, altered, added to, or repealed, or new Bylaws may be adopted only by:

(i) the affirmative vote given by written consent or cast at a duly called meeting of a majority of all the members of the Corporation, or

(ii) a majority of all votes cast at a meeting of the Board of Directors of the Corporation where a quorum is present; provided, however, that without the consent, given in writing or at a duly called meeting, of a majority of all of the members of the Corporation, the Board of Directors may neither alter, amend, nor repeal any provision of the Bylaws that have previously been either adopted or amended by the members. Moreover, the Corporation shall not readopt any provision of the Bylaws that have previously been repealed by the Members without the consent, given in writing or at a duly called meeting, of a majority of all of the members of the Corporation.

ARTICLE XIII

Amendment of Articles

A. With the exception of Article I, Article IX, Paragraph A of Article X, and paragraphs B, C, and D of this Article XIII, these Articles of Incorporation may be amended from time to time as provided in Section 617.1002 of Florida Statutes or any successor thereto.

B. Article IX, Paragraph A of Article X, and paragraph B of this Article XIII may be amended or changed only by unanimous affirmative vote given by written consent or cast at a duly called meeting of all of the members of the Corporation.

C. Article I and paragraphs C and D of this Article XIII shall never be amended, rescinded, modified, added to, or changed, directly or indirectly, in any manner whatsoever, except as provided in Paragraph D of this Article XIII.

D. If either an order or declaration of a court of competent jurisdiction or applicable law shall have the effect of rendering unenforceable the provisions of paragraph C or D of this Article XIII, any amendment or change to Article I or Paragraph C or D of this Article XIII shall be made only by the unanimous affirmative vote given by written consent or cast at a duly called meeting of all of the members of the Corporation.

ARTICLE XIV
Registered Office; Registered Agent

The street address of the Corporation's registered office in the State of Florida is **6824 Griffin Rd., Davie, FL 33314**, and the name of its registered agent at such office is **Ryan D. Gesten, P.A.**

ARTICLE XV
Incorporator

The name and address of the incorporator is **Marc B. Goldberg, 14430 Rockingham Dr., Port St. Lucie, FL 34987** (hereinafter called the "Incorporator").

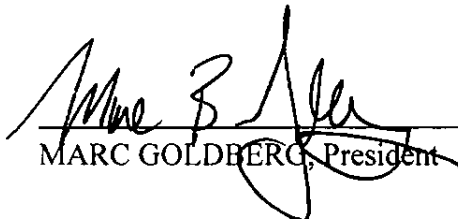
ARTICLE XIV
NONSTOCK BASIS

This Corporation is organized on a non-stock basis. It shall not issue shares of stock.

ARTICLE XV
ADOPTION OF AMENDMENTS

These Amended Articles of Incorporation were adopted by the Members and the number of votes cast for the amendments was sufficient for approval.

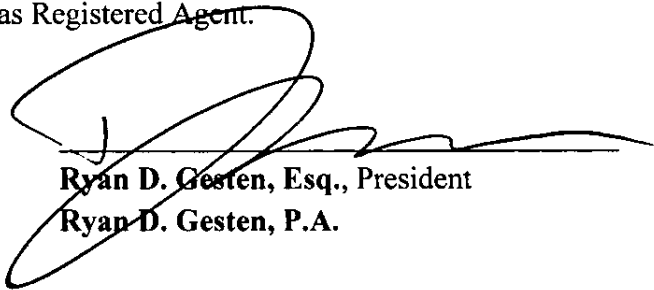
IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Amended Articles of Incorporation on, and these Amended Articles of Incorporation are adopted and shall be effective as of, this **4th day of February, 2013**.



MARC GOLDBERG, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for **THE FOUNDATION TO FEED AND COOL THE EARTH, INC.**, at the place designated in the Amended Articles of Incorporation of the Corporation, 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.



Ryan D. Gesten, Esq., President
Ryan D. Gesten, P.A.

Registered Agent

Dated: 2/4/13