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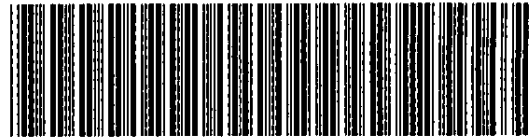
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cf 12/11/13

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: CLEAN EARTH, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Mitchell Perlstein
Name (Printed or typed)

4400 N. Federal Hwy #210
Address

Boca Raton FL 33431
City, State & Zip

561 368 0831
Daytime Telephone number

mperlstein@perlste.in
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

(in compliance with Chap.617, F.S. (Not for Profit))

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OF

CLEAN EARTH INC.

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be CLEAN EARTH INC.

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

CLEAN EARTH INC. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. CLEAN EARTH INC.'s purpose is to to educate about the trash and waste problems in communities and the natural habitats within them. To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

CLEAN EARTH INC. is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. No part of the net earnings of CLEAN EARTH INC. 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 in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

CLEAN EARTH INC. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of CLEAN EARTH INC. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the CLEAN EARTH INC., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the CLEAN EARTH INC. hereunder shall be selected by the discretion of a majority of the managing body of the CLEAN EARTH INC. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the CLEAN EARTH INC. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

CLEAN EARTH INC. shall be governed by its board of directors, elected and appointed as set forth in the Bylaws of the corporation.

5.02 Initial Directors

The initial directors of the corporation shall be:

Meryl Sarrecchia
4920 Jackson Street
Hollywood, FL 33021

Kyle Sarrecchia
4920 Jackson Street
Hollywood, FL 33021

Danny Rosenberg
1777 Polk Street 5L
Hollywood, FL 33020

ARTICLE VI

MEMBERSHIP

6.01 Membership

CLEAN EARTH INC. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical and mailing address of the corporation is:
4920 Jackson Street Hollywood, FL 33021

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ARTICLE IX

Appointment of registered agent

9.01 Registered Agent

The registered agent of the corporation shall be:

Mitchell L. Perlstein, Esq. 4400 N. Federal Hwy Suite 210 Boca Raton FL 33431

ARTICLE X

INCORPORATOR

The incorporators of the corporation are as follow:

Mitchell L. Perlstein, Esq. 4400 N. Federal Hwy Suite 210 Boca Raton FL 33431

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature of Registered Agent

Date Nov. 19, 2013

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Required Signature of Incorporator

Date Nov. 19, 2013