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Business Law Group

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FLORIDA PROFIT/NON PROFIT CORPORATION

Urban Eco-Systems, Inc.

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Page Count	04
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
URBAN ECO-SYSTEMS, INC.
(A CORPORATION NOT-FOR-PROFIT)

THE UNDERSIGNED, acting as sole incorporator of Urban Eco-Systems, Inc. (hereinafter, the "Corporation") under the Florida Not-For-Profit Corporation Act, Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name and Address

The name of the corporation is Urban Eco-Systems, Inc. The principle office and mailing address is 912 W. River Heights Ave., Tampa Florida 33603. The Board of Directors (hereinafter, the "Board") may from time to time move the principle office of the Corporation to any other address in the State of Florida.

ARTICLE II

Purpose

The Corporation is being formed exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws"). Within that scope, the specific purposes for which the Corporation is organized includes, but is not limited to, providing educational materials, instruction, volunteer opportunities, scholarships and internships for students K - 12, adults and senior citizens that will promote responsibility, nutrition and ecology using a small-scale nutritional horticultural based model.

ARTICLE III

Membership

The Corporation shall have one or more classes of members as provided in the Bylaws of the Corporation. The number of classes of members, the qualifications and the rights of each class of members, and the manner and selection of the members shall be as provided in the Bylaws of the Corporation. The Corporation shall not issue capital stock.

ARTICLE IV

Term of Existence

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation in the office of the Secretary of the State of Florida and the Corporation shall have perpetual existence thereafter.

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ARTICLE VIncorporator

The name and address of the incorporator of these Articles of Incorporation is as follows:

Name	Address
Peter S. Valenti IV	912 W. River Heights Ave., Tampa FL 33603

ARTICLE VIBoard of Directors

The affairs of the Corporation shall be managed by the Board, members of which shall be elected annually in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The names and addresses of the first Board, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

Names	Addresses
Peter S. Valenti, IV	912 W. River Heights Ave, Tampa, FL 33603
Margo T. Valenti	312 W. Louisiana Avenue, Tampa, FL 33603
Monica Puig-Sos	8671 N.W. 20 th Court, Sunrise, FL 33322

ARTICLE VIIInitial Registered Agent and Office

The street address of the initial registered office of this Corporation is 912 W. River Heights Ave., Tampa Florida 33603, and the name of the initial registered agent at such address is Peter S. Valenti, IV.

ARTICLE VIIIBylaws

The Board shall have the sole power to adopt, amend and repeal the Bylaws of the Corporation, as further set forth in the Bylaws.

ARTICLE IXAmendments

The Corporation reserves the right to amend, alter, change or repeal any provision in the Articles of Incorporation in the manner prescribed by law.

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ARTICLE XLimitations on Actions

All of the assets and the earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for a service rendered and to make distributions and payments in furtherance of the purpose set forth in Article II hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XIDissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or to the corresponding provisions of any future Revenue Law, as shall be selected by the last Board. None of the assets will be distributed to any member, officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the court of common pleas of the county in which the principle 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.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 18th day of April, 2014.



Peter S. Valenti, IV, Incorporator

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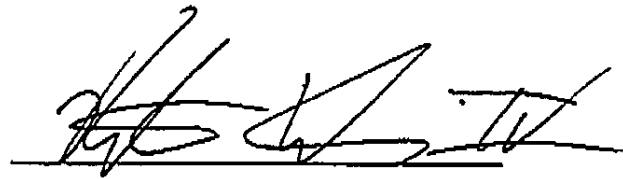
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: April 18, 2014



Peter S. Valenti, IV, Registered Agent

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