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TALLAHASSEE, FLORIDA

## COVER LETTER

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

SUBJECT: Hotfix 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: Daniel Sanchez  
Name (Printed or typed)

20381 NE 30th Ave. #7-418  
Address

Aventura, FL, 33180  
City, State & Zip

305-409-4078  
Daytime Telephone number

danny@hotfixearth.org  
E-mail address: (to be used for future annual report notification)

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

# ARTICLES OF INCORPORATION

## Hotfix Earth Inc.

In compliance with chapter 617, F.S., (Not for Profit)

### ARTICLE I

#### NAME

The name of this corporation shall be **Hotfix Earth Inc.** The business of the corporation may be conducted as Hotfix Earth Incorporated or Hotfix Earth.

### ARTICLE II

#### Principal Place of Business and Mailing Address:

The principal office and physical location (street address) of the corporation is:  
20381 NE 30<sup>th</sup> Ave. #418, Aventura Fl., 33180

The mailing address of the corporation is:  
20381 NE 30<sup>th</sup> Ave. #418, Aventura Fl., 33180

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### ARTICLE III

#### PURPOSE

The purpose for which the corporation is organized is:

Hotfix Earth Inc.'s purpose is to foster a sustainable environmental future through the promotion and application of symbiotic environmental practices and technologies in our urban communities and the surrounding natural areas. Hotfix 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.

We strive to improve the environment through activities such as urban greening, urban agriculture, support for the application, development, and improved availability of renewable energy technologies, water recycling, wildlife habitat improvement, relief from habitat encroachment, animal protection, relocation and preservation.

We provide education by giving free lectures and slideshows titled "Symbiotic Environmentalism" in schools, libraries, and other public venues as well as utilizing social media channels and the corporation's website to provide facts, statistics, and other related data on causes, current efforts and solutions to improving our ability to foster a sustainable environmental future.

Our programs include sending out ambassadors to raise social consciousness about the cause on a local and global level, and to hold fundraising events.

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.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

## **ARTICLE IV**

### **QUALIFICATIONS AND ELECTION OF DIRECTORS**

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and conform with any additional qualification criteria, if any, as stated in the corporate bylaws. Directors may be elected at any board meeting by the majority vote of the existing board of directors. Directors will serve terms of duration and be removed and replaced according to policy as set forth in the corporate bylaws.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

The initial Board of Directors at time of incorporation shall be:

- 1) Daniel Sanchez, Director/President  
20381 NE 30<sup>th</sup> Ave. #7-418, Aventura, FL, 33180
- 2) Brian Lemley, Director  
20381 NE 30<sup>th</sup> Ave. #7-418, Aventura, FL, 33180
- 3) Laura Elgueta Sanchez, Director  
20381 NE 30<sup>th</sup> Ave. #7-418, Aventura, FL, 33180

## **ARTICLE VI**

### **REGISTERED AGENT**

The registered agent of the corporation shall be:

Daniel Sanchez  
20381 NE 30<sup>th</sup> Ave. #7-418, Aventura, FL, 33180

## **ARTICLE VII**

### **INCORPORATOR**

The Incorporator is:

Daniel Sanchez.  
20381 NE 30<sup>th</sup> Ave. #7-418, Aventura, FL, 33180

## **ARTICLE VIII**

### **DURATION**

The period of duration of the corporation is perpetual.

## **ARTICLE IX**

### **NON-PROFIT NATURE**

#### **9.01 Non-profit Nature**

Hotfix 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 Hotfix 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.

Hotfix 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.

#### **9.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of Hotfix 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.

#### **9.03 Dissolution**

*Upon termination or dissolution of Hotfix 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 Hotfix Earth Inc. hereunder shall be selected by the discretion of a majority of the managing body of Hotfix 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 Hotfix Earth Inc. by one (1) or more of its managing body which verified petition shall contain such statements as to 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.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

#### 9.04 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.

#### 9.05 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.

#### 9.06 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 X

### GOVERNANCE

Hotfix Earth Inc. shall be governed by its board of directors.

## ARTICLE XI

### MEMBERSHIP

Hotfix 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 XII

### AMENDMENTS

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

### AFFIRMATION

*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*

  
Daniel Sanchez

May 20<sup>th</sup> 2015  
Date

*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.*

  
Daniel Sanchez

May 20<sup>th</sup> 2015  
Date

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STATE OF FLORIDA  
TALLAHASSEE