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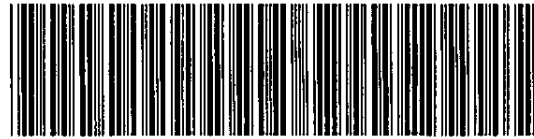
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SECRETARY OF STATE
DIVISION

M. MOON
OCT 17 2016

COVER LETTER

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

SUBJECT: 1EARTH INSTITUTE, 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: CHRISTOPHER DISCHINO

Name (Printed or typed)

4770 BISCAYNE BLVD., SUITE 1280

Address

MIAMI, FLORIDA 33137

City, State & Zip

(786) 581-2542

Daytime Telephone number

christopher@dsmiami.com

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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TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION

of

1EARTH INSTITUTE, INC.,
a Florida not-for-profit corporation
("Corporation")

The undersigned Incorporator, for purposes of forming a Florida not-for-profit corporation under the Florida Not for Profit Corporations Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation is:

1EARTH INSTITUTE, INC.

ARTICLE II PRINCIPAL AND MAILING ADDRESS

The initial principal place of business of the Corporation shall be located at:

4770 BISCAYNE BLVD., SUITE 1280
MIAMI, FLORIDA 33137

The mailing address of the Corporation is:

4770 BISCAYNE BLVD., SUITE 1280
MIAMI, FLORIDA 33137

ARTICLE III PURPOSE

The specific purpose for which this Corporation is organized is:

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, RELIGIOUS, AND SCIENTIFIC PURPOSES, INCLUDING FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE OR AMENDMENT THERETO), WITHOUT IN ANY WAY LIMITING THE FOREGOING GENERAL PURPOSES OF THE

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FLORIDA

CORPORATION, THE SPECIFIC PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED IS TO INITIATE, PARTICIPATE AND SUPPORT EDUCATIONAL PROGRAMS, INCLUDING BUT NOT LIMITED TO JOINT PROJECTS WHICH INVOLVE ACTIVE PARTNERSHIPS BETWEEN INDIGENOUS COMMUNITIES AND SUSTAINABILITY PROPOSALS.

ARTICLE IV
MANNER OF ELECTION OF DIRECTORS

The manner in which Directors are elected or appointed is provided in the Bylaws of the Corporation.

ARTICLE V
OFFICERS

The initial Officers of the Corporation are as follows:

EVA WILLMANN DE DONLEA	PVST
4770 BISCAYNE BLVD., SUITE 1280	
MIAMI, FL 33137	

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

DISCHINO & SCHAMY, PLLC
4770 BISCAYNE BLVD., SUITE 1280
MIAMI, FL 33137

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is:

EVA WILLMANN DE DONLEA
4770 BISCAYNE BLVD., SUITE 1280
MIAMI, FL 33137

ARTICLE VIII
BYLAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL THE BYLAWS OF 1EARTH INSTITUTE, INC. SHALL BE VESTED IN THE DIRECTORS OF THE CORPORATION, AS MORE SPECIFICALLY PROVIDED IN THE BYLAWS OF

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THE CORPORATION.

ARTICLE IX
BOARD OF DIRECTORS

THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS.

ARTICLE X
LIMITATION OF ACTIVITIES

SECTION 1. NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, DIRECTORS, OFFICERS OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF ITS SECTION 501(C)(3) PURPOSES.

SECTION 2. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF, OR IN OPPOSITION TO, ANY CANDIDATE FOR PUBLIC OFFICE.

SECTION 3. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY A CORPORATION OR ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE) OR (B) BY A CORPORATION OR 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.)

ARTICLE XI
DISSOLUTION

UPON THE DISSOLUTION OF THE CORPORATION, THE DIRECTORS OF THE CORPORATION SHALL, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISTRIBUTE ALL THE RESIDUAL ASSETS OF THE CORPORATION TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, RELIGIOUS OR

SCIENTIFIC PURPOSES WHICH, AT THE TIME OF SUCH DISPOSITION, QUALIFY AS AN EXEMPT ORGANIZATION OR ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR 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.

ARTICLE XII
AMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED BY THE DIRECTORS OF THE CORPORATION IN ACCORDANCE WITH THE PROCEDURE SET FORTH IN CHAPTER 617, FLORIDA STATUTES, AS MAY BE AMENDED FROM TIME TO TIME.

INCORPORATOR:

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.



Eva Williams de Donden

REGISTERED AGENT:

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.

DISCHINO & SCHAMY, PLLC,
a Florida limited liability company

By: 

Christopher A. DiSchino, Manager

16 OCT 17 AM 10:15

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STATE OF FLORIDA
TALLAHASSEE