

N95000003078

Gerber & Horgan
4900 N. Goldwood Terrace
Beverly Hills, Fla. 34465
904 527-2649

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

June 21, 1995

Re: Forever Green Team, Inc.

500001521765
-06/23/95--01043--020
*****78.75 *****78.75

Gentlemen:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 as the filing fee (\$35.00), designation of registered agent fee (\$35.00), and certificate under seal fee (\$8.75).

Please return to me at the address set forth above.

Thank you.

Sincerely,

Harvey Gerber
Harvey Gerber

VKW

CERTIFICATE OF INCORPORATION

Of

Forever Green Team, Inc.

**The undersigned Incorporator hereby forms a corporation
under the Florida Not For Profit Corporation Act.**

Article I

Corporate Name, Principal Office and Mailing Address

Registered Agent

The name of this corporation is Forever Green Team, Inc.

**The principal office and mailing address of this Corporation is:
4900 North Goldwood Terrace, Beverly Hills, Florida, 34465.**

**The address of the Registered Agent shall be 4900 North Goldwood
Terrace, Beverly Hills, Florida 34465 and the name of its Registered
Agent is Harvey F. Gerber, Jr.**

**By affixing his signature to the end of this document the Registered
Agent accepts designation as the Registered Agent for Service of
Process and other responsibilities under law required of a Registered
Agent.**

Article II
Corporate Nature

This is a nonprofit corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporation Not For Profit Act set forth in Section 617 of the Florida Statutes.

Article III
Duration

The term of existence of the Corporation is perpetual.

Article IV
General and Specific Purposes

The specific and primary purposes for which this Corporation is formed are:

A. The Corporation shall be an educational and charitable corporation whose purposes and the nature of whose activities shall be as follows:

a. To engage in any lawful act in which a corporation incorporated under the Florida Corporation Not For Profit Act shall be permitted to engage;

b. To exclusively promote the common good and general welfare and social welfare of the United States of America through promoting policies and products which reduce solid waste, which promote reuse of natural resources, and which promote recycling of natural resources.

c. To identify environmentally sound products and to market these environmentally sound products to schools and other civic groups throughout the nation as part of such groups educational and fund raising activities.

d. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(4) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

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 any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1954, as amended.

Article V

Financial Organization

The Corporation shall not have or issue shares of stock and the Corporation shall not have any members. The Corporation shall pay no dividends. No part of the Corporation's income, net earnings, or assets shall inure to the benefit of, or be distributed to, its directors, officers, advisors, or any persons having a personal and private interest in the activities of the Corporation except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by officers, directors, or others to or for the Corporation affecting one or more of the purposes set forth in these Articles and no director, officer or any private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Article VI

Management of Corporate Affairs

A. Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be initially set at 3, provided however, that such number may be changed by a By-Law duly adopted by the Board.

The method of election of the Board of Directors and all other activities and business shall be managed as provided in the By-Laws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

B. Corporate Officers. The Board of Directors shall elect the following officers: President and Secretary/Treasurer and such

other officers as the By-Laws of this Corporation may authorize the Directors to elect from time to time.

Article VII

Dedication and Distribution of Assets

The property of this Corporation is irrevocably dedicated to educational and charitable purposes.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section (501)(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

**Article
Amendment of**

Subject to the limitations contained in the By-Laws and any limitations set forth in the Corporation Not for Profit Act of the State of Florida, the By-Laws of this Corporation shall be made, altered, rescinded, added to, or new By-Laws may be adopted by the Board of Directors.

**Article IX
Amendment of Articles**

Amendments to these Articles of Incorporation may be made by a resolution adopted by the Board of Directors as set forth in the By-Laws of this Corporation.

**Article X
Liability of Directors**

The personal liability of a Director or officer of the Corporation for monetary damages is as set forth in section 617.0834 of the Florida Corporation Not For Profit Act, as amended.

Notwithstanding any other provision hereof, the intent of this Certificate of Incorporation is to provide and it shall be interpreted as providing the fullest possible indemnification of Directors and/or

Officers of the Corporation permitted by law, as the relevant law may change or be amended from time to time.

Dated at Beverly Hills, Florida this 21 day of June 1995.

Witnessed by:

Melanie A. Hogan

Harvey F. Gerber, Jr.
Incorporator & Registered Agent

State of Florida

County of Citrus

The foregoing instrument was acknowledged before me this day of June 1995 by Harvey F. Gerber, Jr., Incorporator of Forever Green Team, Inc., a Florida Not For Profit Corporation, on behalf of the corporation. He is personally known by me and has produced a Florida driver's license as identification.

FL G616-326-48-138

JUDITH A. YAHYAVI
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXPIRES: NOV 30 1996
COMMISSION NO. cc 243282

Judith A. Yahyavi
Notary Public
Judith A Yahyavi, Beverly Hills

Certificate Of Designation Of Registered Agent/Registered Office

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is: Forever Green Team, Inc.**
- 2. The name and address of the registered agent and office is:**

**Harvey F. Gerber, Jr.
4900 North Goldwood Terrace
Beverly Hills, Florida 34465**

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, 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.

Harvey F. Gerber, Jr.
Harvey F. Gerber, Jr.
June 21, 1995



Forever Green Team, Inc.
4900 North Goldwood Terrace
Beverly Hills, FL 34465

(904) 527-2649

N95000003078

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

January 3, 1996

Re: Dissolution of Florida Nonprofit Corporation
Forever Green Team, Inc.
DN N95000 3078
FEI 59-3327219

400001680354
-01/05/96--01075--012
*****35.00 *****35.00

Gentlemen:

Enclosed please find an original and one copy of the Articles of Dissolution of Forever Green Team, Inc. and a check for \$35.00 as the filing fee for the articles of dissolution.

The Articles of Incorporation for Forever Green Team, Inc. were filed on June 23, 1995.
The enclosed Articles of Dissolution are effective December 28, 1995.

If there are any further inquiries on this matter, please call the President, Harvey F. Gerber, Jr. at (904) 527-2649.

Sincerely,

Wendy A. Horgan
Wendy A. Horgan
Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -5 AM 9:58

enc.

TLL JAN 11 1996

ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this Florida nonprofit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is Forever Green Team, Inc.
SECOND: Adoption of dissolution

(Complete Section I or II)

SECTION I

If the corporation has members entitled to vote:

The date of the meeting of members at which the resolution dissolve was adopted was _____.

(CHECK ONE)

- ☐ The number of votes cast for dissolution was sufficient for approval.
- ☐ The resolution was adopted by written consent and executed in accordance with 617.0701, Florida Statutes.

SECTION II

If the corporation has no members or members with voting rights:

The corporation has no members or members with voting rights.

The date of adoption of the resolution by the board of directors was
December 28, 1995.

The number of directors in office was 3 and the vote for the resolution was 3 for and 0 against.

Signed this 28th day of December, 19 95

Signature Harvey F. Gerber Jr.
(By the Chairman or Vice Chairman of the Board, President or other officer)

Harvey F. Gerber Jr.
Typed or printed name

President
Title

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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