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June 3, 1996

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32301

RECEIVED
JUN 13 1996
TALLAHASSEE, FLORIDA

RE: Earth World-Wide Alliance Corporation

Dear Sir or Madam:

Enclosed are the original and one copy of the proposed Articles of Incorporation for the above captioned corporation. Please approve and file the original and certify the copy to us via the envelope provided.

Also enclosed is a check payable to the Secretary of State for charges as follows:

Filing Fee	\$35.00
Filing Registered	
Agent's Certificate	35.00
Certified Copy	\$2.52
TOTAL	\$122.50

Please let me know if anything further is required.

Very truly yours,

Kristina Eisenhower

Kristina Eisenhower
Legal Assistant to
W. Peyton Gause, Jr.

/ke
Enclosures

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ARTICLES OF INCORPORATION
OF
EARTH WORLD-WIDE ALLIANCE CORPORATION
(A Florida Corporation Not for Profit)

The undersigned, acting as incorporator of Earth World-Wide Alliance Corporation, under the Florida General Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

Earth World-Wide Alliance Corporation
(hereinafter referred to as the "Alliance").

Principal address:
1686 North Drive
Sarasota, Florida 34239

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the Alliance will commence on the date on which these Articles are filed with the Florida Secretary of State.

ARTICLE III. DURATION

The Alliance will have a perpetual existence.

ARTICLE IV. PURPOSE

The general purpose for which the Alliance is organized is to develop a charitable foundation which will solicit unpaid volunteers worldwide to raise funds in an effort distribute food, clothing and goods to those in need, and to create and/or provide funds for schools, hospitals, research centers, libraries, technological training centers, as well as environmental protection, intervention and study programs available to all people of the world. The Alliance shall operate without profit.

The Alliance is hereby further empowered to engage in any other activity in which Florida not-for-profit corporations are permitted to engage under Florida law.

ARTICLE V. GENERAL POWERS

The general powers that the Alliance shall have are as follows:

(a) To make, enter into, perform and carry out contracts of every kind and nature with any person, firm, or association; and to do any and all other acts necessary or expedient for carrying on any and all of the activities of the Alliance and pursuing any and all of the objectives and purposes set forth in these Articles of Incorporation and the Alliance's Bylaws and not forbidden by the laws of the State of Florida.

(b) To establish a budget and to fix assessments to be levied against all members equally for the purpose of defraying expenses and costs of effectuating the objects and purposes of the Alliance and, if necessary, to create reasonable reserves for such expenditures.

(c) To hold funds solely and exclusively for the benefit of the Alliance for the purposes set forth in these Articles of Incorporation.

(d) To adopt, promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements in order to effectuate the purposes for which the Alliance is organized.

(e) To delegate power or powers of the Alliance where such is deemed to be in its best interests by its Board of Directors.

(f) In general, to have all powers which be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

ARTICLE VI. MEMBERS

The members of this Alliance shall consist of those persons who wish to become involved and pay the membership fees required of Alliance members. The interest of a member in the funds and assets of the Alliance cannot be assigned, hypothecated or transferred in any manner.

ARTICLE VII. VOTING AND ASSESSMENTS

(a) Subject to the restrictions and limitations hereinafter set forth, there shall be only one vote for each member who joins the Alliance. Except where otherwise required under the provisions of these Articles, the Alliance's Bylaws or by law, the affirmative vote of a majority of the members at any meeting of the members duly called and at which a quorum is present, shall be binding upon the members.

(b) The Alliance will obtain funds with which to operate by volunteer donations, fund raising and annual dues.

ARTICLE VIII. BOARD OF DIRECTORS

(a) The affairs of the Alliance shall be managed by a Board of Directors consisting of three (3) directors. The directors must be members of the Alliance but need not be residents of the State of Florida. Elections shall be by majority vote. The initial directors have been designated in the Alliance's Consent in Lieu of

Organizational Meeting, which has established staggered terms for such directors, and shall serve until their successors are duly elected and qualified, or until removed from office. The next annual election, which shall be conducted by Alliance members, shall occur twelve (12) months after the date on which these Articles are filed.

(b) A director may be removed from office as follows:

(i) Any member of the board of directors shall be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the membership.

(ii) The notice of a meeting of the members to recall a member or members of the board of directors shall state the specific directors sought to be removed.

(iii) A proposed removal of a director at a meeting shall require a separate vote for each board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each board member to be removed.

(iv) If removal is effected at a meeting, any vacancies created thereby shall be filled by the members at the same meeting.

(v) Any director who is removed from the board shall not be eligible to stand for reelection until the next annual meeting of the members.

(vi) Any director removed from office shall turn over to the board of directors within 72 hours any and all records of the corporation in his or her possession.

(vii) If a director who is removed shall not relinquish his or her office or turn over records as required under this section, the Circuit Court in Sarasota County, Florida may summarily order the director to relinquish his or her office and turn over corporate records upon application of any member.

(c) Loans may not be made by the Alliance to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers is a director or officer or holds a substantial financial interest. A loan made in violation of this subparagraph shall be deemed a violation of Section 617.0833, Florida Statutes and a violation of the duty to the corporation of the directors or officers authorizing it or participating in it, but the obligation of the borrower with respect to the loan shall not be affected thereby.

(d) The names and addresses of the members of the first board of directors who shall hold office until the next annual meeting and until their successors are elected or appointed, are as follows:

NAME	ADDRESS
Harriett Blackmon	1686 North Drive Sarasota, Florida 34239
Ruby C. Bruton	1110 Silver Sand Drive Loris, South Carolina 29569
Jauaneice Hagadorn	1106 Silver Sand Drive Loris, South Carolina 29569

ARTICLE IX. OFFICERS

(a) The officers of the Alliance, to be elected by the board of directors shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as the board of directors shall deem appropriate from time to time. The President shall be elected from among the membership of the board of directors, but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible. The affairs of the Alliance shall be administered by such officers under the direction of the board of directors.

(b) The names of the officers who are to manage the affairs of the Alliance until the first annual meeting of the board of directors conducted by its members, and until their successors are duly elected and qualified, are as follows:

NAME	OFFICES
Harriett Blackmon	President
Ruby C. Bruton	Vice President/Treasurer
Jauaneice Hagadorn	Secretary

ARTICLE X. BYLAWS

The first board of directors of the Alliance shall adopt bylaws consistent with these Articles. Thereafter, the bylaws may be altered, amended or rescinded by the directors in the manner provided by such bylaws.

ARTICLE XI. AMENDMENT OF ARTICLES, BYLAWS AND RULES AND REGULATIONS

These Articles, the Bylaws of the Alliance, and any Rules and Regulations promulgated by the Alliance may be altered, amended or repealed at any meeting of the members provided at least ten (10) days advance written notice of the meeting and a summary of the action proposed to be taken is provided to the members. Provided due notice is given, the Article, Bylaw or Rule affected shall be altered, amended or repealed upon the affirmative vote of two-thirds of the members present at the meeting so noticed.

ARTICLE XII. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Alliance shall be located at 1686 North Drive, Sarasota County, Sarasota, Florida 34239, and the name of the initial registered agent of this Alliance at that address is Harriett Blackmon. However, the Alliance may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the board of directors.

ARTICLE XIII. BUDGET AND EXPENDITURES

The board of directors shall annually adopt a budget for the operation of the Alliance for the ensuing year and for the purpose of levying member ship fees against all members, which budget shall be conclusive and binding upon all members; provided, however, that the board of directors may thereafter at any time approve or ratify variations from such budget in respect of expenditures.

ARTICLE XIV. INCORPORATORS

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Harriett Blackmon	1686 North Drive Sarasota, Florida 34239

The incorporator of the Alliance assigns to this Alliance her rights to constitute a corporation, and she assigns to those persons designated by the board of directors any rights she may have as incorporators, this assignment becoming effective on the date corporate existence begins.

ARTICLE XV. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer shall be indemnified by the Alliance against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the Alliance, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the board of directors approves such settlement and reimbursement as being in the best interests of the Alliance. The foregoing right of indemnification

shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned, as incorporator, president and director of the Alliance, has set her hand and seal this 3 day of June, 1996, at Sarasota, Florida.



Harriett Blackmon, as
Incorporator, Director and
President

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Earth World-Wide Alliance Corporation, desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 1686 North Drive, Sarasota County, Sarasota, Florida 34239, has named Harriett Blackmon, located at that address, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.


Harriett Blackmon

alliance.art

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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