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Articles of Incorporation

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10 pgs.

N97000003398

SIMON YEANG, ESQ.  
887 NORTHALE BLVD. #302  
TAMPA, FLORIDA 33624  
City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	AMENDMENTS
<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Resignation of R.A., Officer/ Director
<input type="checkbox"/> Limited Liability	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Domestication	<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Other	<input type="checkbox"/> Merger

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OTHER FILINGS	REGISTRATION/ QUALIFICATION
<input type="checkbox"/> Annual Report	<input type="checkbox"/> Foreign
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Name Reservation	<input type="checkbox"/> Reinstatement
	<input type="checkbox"/> Trademark
	<input type="checkbox"/> Other

ARTICLES OF INCORPORATION

OF

World Ecological Organization, Inc.

A Nonprofit Corporation

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, with other persons, being desirous of forming a nonprofit corporation, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a nonprofit corporation in accordance with Chapter 617, Florida Statutes, and other laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

World Ecological Organization, Inc.

The principal office and mailing address of this corporation shall be 4714 North Habana Avenue #1203, Tampa, Florida 33614 or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE III

Purposes

(a) The general nature, objects and purposes for which this corporation is exclusively organized and operated are:

- (1) The corporation is organized exclusively for civic, educational, social and cultural purposes such as preserving culture, literature, arts and history.
- (2) The corporation will seek to obtain and distribute medical supplies and equipment to Brazil and other parts of the world where there is a need for such aid.
- (3) To organize persons interested in preserving the environment;

- (4) To develop a sense of affiliation with the environment by promoting and offering research and instruction in the field of environmental sciences and ecology;
- (5) To organize and promote scientific and social gatherings of researchers of the environment for the stimulation of theories to enhance preservation of our natural patrimony;
- (6) To coordinate with public health bodies a plan of action and implementation on improvement of sanitary and health conditions;
- (7) To stimulate and promote development of nature preserves to protect endangered species;
- (8) To provide humanitarian aid and farm equipment to the landless.

This corporation shall receive and maintain funds of real and/or personal property and, subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable, scientific or educational purposes.

(b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, director or officer of the corporation, or any private individual (except that reasonable reimbursement may be paid for expenses rendered to or for the corporation affecting one or more of its purposes), and no member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by a nonprofit organization exempt under the Internal Revenue Code or the regulations issued thereunder, or by an

organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

(d) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, state, or local government for exclusive public purpose.

#### ARTICLE IV

##### General Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to nonprofit corporations including, but not limited to, Chapter 617, Florida Statutes, and future amendments thereto, or succeeding statutes pertaining to nonprofit corporations in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized, subject, however, to the following:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended heretofore or hereafter.

(b) This corporation shall not engage in any act of selfdealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(c) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(d) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.



(e) This corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

#### ARTICLE V

##### Members

The members of this corporation shall consist of those persons who join as subscribers to these Articles of Incorporation and such other persons over eighteen (18) years of age, or entities, as may from time to time be elected and admitted to membership by majority vote of the Board of Directors of the corporation in accordance with the provisions of the bylaws of the corporation.

#### ARTICLE VI

##### Subscribers

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

<u>Name</u>	<u>Address</u>
Daniela Issa	4714 North Habana Avenue #1203, Tampa, Florida 33614

#### ARTICLE VII

##### Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be elected at a duly called meeting, as provided in the bylaws and by officers who, collectively shall be known as the Director Council, shall be elected annually by majority vote of the Board of Directors and who shall be members of the corporation. The officers to be elected shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of the corporation. Multiple offices may be held by

the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the bylaws.

The number of directors and the manner of filling vacancies on the Board of Directors shall be provided in the bylaws of the corporation. The number shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida.

Directors and officers of this corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the bylaws.

#### ARTICLE VIII

##### Directors

The name and address of the members of the initial Board of Directors who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office until an election is held by the members for the election of permanent directors or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Anna Maria Bargellini	
Daniela Issa	
Pierfranco Issa	
Yasmin Issa	

#### ARTICLE IX

##### Officers

The name and address of the officers of this corporation who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office until an election is held by the directors of this

corporation for the election of permanent officers or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Daniela Issa	President	4714 No. Habana Ave. #1203, Tampa, Florida
Pierfranco Issa	Vice President	4714 No. Habana Ave. #1203, Tampa, Florida
Yasmin Issa	Secretary	4714 No. Habana Ave. #1203, Tampa, Florida

#### ARTICLE X

##### Registered Office and Registered Agent

The name of the corporation's initial registered agent at the following address is Daniela Issa and the street address of the corporation's initial registered office is 4714 No. Habana Ave. #1203, Tampa, Florida 33614. The corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

#### ARTICLE XI

##### Bylaws

The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the members of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this corporation to all of the members of the Board of Directors at least three (3) days before the meeting.

#### ARTICLE XII

##### Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, add, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation. All actions, including, but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

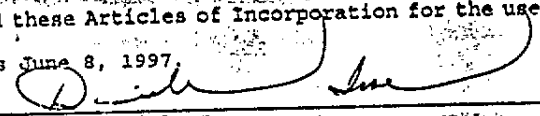


ARTICLE XIII

Indemnification by Court Order

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court of competent jurisdiction, seeking indemnification or advancement of expenses, or both without the permission of the Board of Directors.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation for the uses and purposes therein expressed this June 8, 1997.

  
Daniela Issa

ACKNOWLEDGEMENT

STATE OF FLORIDA                    }  
COUNTY OF Hillsborough        } ss:

BEFORE ME, the undersigned authority, on this June 8, 1997 personally appeared Daniela Issa to me known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

World Ecological Organization, Inc., with its principal office at County of Hillsborough, State of Florida, has named Daniela Issa, located at 4714 North Habana Avenue #1203, Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within Florida.



Daniela Issa, Subscriber

Date: June 8, 1997

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Daniela Issa, Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA