

# N98000001441

Gerald V. Walsh, P.A.

Attorney at Law

9500 N.W. 37TH COURT  
CORAL SPRINGS, FLORIDA 33065

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Date: 3/4/98

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

100002455491--6  
-03/12/98--01073--005  
\*\*\*\*157.50 \*\*\*\*157.50

Re: EARTH RANGERS, INC.  
NON-PROFIT CORPORATION

To the Secretary of State:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, a Florida Non-Profit Corporation.

Also included is a check in the amount of One Hundred Fifty Seven Dollars and Fifty Cents (\$157.50) representing the following:

Filing Fee	\$70.00
One Certified Copy	\$52.50
Registered Agent Fee	\$35.00
<b>TOTAL</b>	<b><u>\$157.50</u></b>

If you have any questions, please contact me.

Thank you.

Very truly yours,

  
Gerald V. Walsh

Enclosures: 3 as stated

*Dmc*  
3-11-98

11:29  
105.00 F.F.  
52.50 C.C.  
157.50

**FILED**  
**RECEIVED**  
98 MAR -9 PM 2:09  
98 MAR -9 AM 8:17  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
EARTH RANGERS, INC.

FILED

98 MAR -9 PM 2:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.  
NAME

The name of the corporation is: EARTH RANGERS, INC. The Corporation is organized under Chapter 617 of the Florida Statutes as a corporation not for profit.

ARTICLE II.  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation is 3508 Broken Woods Drive, Coral Springs, Florida 33065.

ARTICLE III.  
BUSINESS PURPOSE

The Corporation is organized to provide knowledge of the environment and life-long skills for elementary and middle school youths. The Corporation's efforts will be primarily directed toward protection and improvement of the environment; and the Corporation's programs will stress involvement by disadvantaged youths.

ARTICLE IV.  
ELECTION OF DIRECTORS

The members by majority vote shall have the right to elect or remove Directors with or without cause. Members shall not have the right to cumulate their votes. All corporate powers must be exercised by or under the authority of and the affairs of the Corporation managed under the direction of its Board of Directors.

ARTICLE V.  
REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the initial Registered Agent and Registered Office of the corporation are:

NAME

ADDRESS

Gerald V. Walsh

9500 N.W. 37th Court  
Coral Springs, FL 33065

**ARTICLE VI.**  
**INCORPORATORS**

The names and addresses of the Incorporators are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Allan Rose	3508 Broken Woods Dr. Coral Springs, FL 33065
John T. Drag, Jr.	11481 S.W. 4th St. Plantation, FL 33325
Gerald V. Walsh	9500 N.W. 37th Court Coral Springs, FL 33065

**ARTICLE VII.**  
**INITIAL BOARD OF DIRECTORS**

The corporation shall have Three or More Directors. The manner of electing Directors shall be stated in the By-Laws. The names and addresses of the Initial Board of Directors appear below.

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Allan Rose Chairman	3508 Broken Woods Dr. Coral Springs, FL 33065
John T. Drag, Jr.	11481 S.W. 4th St. Plantation, FL 33325
Gerald V. Walsh	9500 N.W. 37th Court Coral Springs, FL 33065

**ARTICLE VIII.**  
**MEMBERSHIP**

The initial Members of the Corporation shall be its Board of Directors. New Members may be added upon approval of a majority of the Board of Directors. The Corporation may have one or more classes of Members as provided in the By-Laws.

**ARTICLE IX.**  
**BY-LAWS**

The power to adopt, alter, amend or repeal the By Laws shall be vested in the Directors.

**ARTICLE X.**  
**INDEMNIFICATION**

The corporation shall indemnify any Officer or Director to the full extent permitted by law.

**ARTICLE XI.**  
**TERMINATION AND DISSOLUTION**

Upon the dissolution of the Corporation, all assets remaining after the payment of corporate obligations shall be transferred to a non-profit organization formed to promote the protection of the environment, and which is exempt from Federal taxation under Internal Revenue Code Section 501(c)(3).

**ARTICLE XII.**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

Corporate existence shall be deemed to commence when these Articles are filed.

The undersigned Chairman of the Board of Directors has executed these Articles of Incorporation on this 6th day of March, 1998.  
A.D.

  
\_\_\_\_\_  
ALLAN ROSE  
Chairman of the Board of Directors

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE  
UPON WHOM PROCESS MAY BE SERVED.**

**FILED**

98 MAR -9 PM 2:10

Pursuant to the provisions of Section 617.023, Florida Statutes, the undersigned corporation, organized under the Florida Not-for-Profit Act, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is EARTH RANGERS, INC.
2. The name of the registered agent and office are:

Gerald V. Walsh

9500 N.W. 37th Court  
Coral Springs, FL 33065

*Gerald V. Walsh*  
Signature of Resident Agent  
GERALD V. WALSH  
Date: 3/6/98

Having been named as registered agent and to accept service of process for the above stated 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.

*Gerald V. Walsh*  
Gerald V. Walsh  
Resident Agent

Date: 3/6/98

**STATE OF FLORIDA  
COUNTY OF BROWARD**

I hereby certify that on the 6 day of March, 1998, before me, an officer duly authorized, personally appeared Gerald V. Walsh, to me well known and known to be one of the persons named as Incorporator herein, and he acknowledged before me that he executed said instrument.

Form of Identification: Personally Known

Witness my hand and official seal in the County and State aforesaid, this 6 day of March, 1998, A.D.

My Commission Expires: 5-2-00

Notary Stamp:

*Linda S. Spencer*  
Notary Public

LINDA S. SPENCER  
Printed Name of Notary



Linda S. Spencer  
MY COMMISSION # CC527239 EXPIRES  
May 2, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.