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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: ASTRID BUTTARI
PHONE: (305) 376-6023
(305) 376-6010

FAX #:

NAME: WASTE INTERNATIONALE WORLD FOUNDATION, INC.

AUDIT NUMBER.....H98000009658

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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FAX AUDIT NO.: H98000009658

ARTICLES OF INCORPORATION

OF

WASTE INTERNATIONALE WORLD FOUNDATION, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is:

WASTE INTERNATIONALE WORLD FOUNDATION, INC.

ARTICLE II

PURPOSE

1. This corporation is organized and shall be operated for purposes for which a corporation not for profit may be formed under the laws of the State of Florida and not for pecuniary profit or financial gain, including, but not limited to, the international promotion of waste technology of United States firms and universities, but in no event shall this corporation be operated for purposes other than those permitted under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

2. The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes.

THIS DOCUMENT PREPARED BY:

FRANCISCO GUERRA, JR., ESQ.

Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.

2 South Biscayne Boulevard, Suite 3400

Miami, Florida 33131

Tel: (305) 376-6065

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3. Notwithstanding anything herein to the contrary, this corporation may exercise any and all, but not other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

4. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

5. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively for purposes within those hereinabove set forth and within the intentment of Section 501(c) of the Internal Revenue Code of 1954 and its Regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE III MEMBERS

Members of the corporation shall be all those interested in promoting the purposes of the corporation. Other qualifications of the members and the manner of their admission shall be prescribed from time to time by the bylaws and the Board of Directors of the corporation.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V ADDRESS OF PRINCIPAL OFFICE

The initial close-up address of the principal office of this corporation in the State of Florida is: 3155 N.W. 82nd Avenue, Miami, Florida 33122. The Board of Directors may from time to time move the principal office to any other address in Florida and may establish chapters in other states as they deem necessary.

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ARTICLE VI
INCORPORATORS

The name and address of the person signing these Articles of Incorporation as incorporator are:

FRANCISCO GUERRA, JR., ESQ.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
2 South Biscayne Boulevard, Suite 3400
Miami, Florida 33131

ARTICLE VII
MANAGEMENT

The officers of the corporation shall initially be two (2) and such other officers as the Board of Directors may appoint. Officers shall be appointed by the Board of Directors to serve for a period of one year or until their successors are appointed, unless sooner removed by the Board of Directors. The affairs of the corporation will be managed by the officers under policies established by the Board of Directors.

ARTICLE VIII
INITIAL OFFICERS

The following named persons shall serve as officers of this corporation for a period of one year or until their successors are appointed:

JASON L. ZABALETA	-	President
FRANCISCO GUERRA, JR.	-	Secretary

ARTICLE XI
DIRECTORS

This Corporation shall have initially three (3) directors. The number of directors may be increased or diminished, from time to time, by the members in accordance with the provisions of the bylaws of the corporation, but shall never be less than three (3). A majority of directors shall at all times be persons competent to contract under the laws of the State of Florida.

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The names and addresses of the members of the First Board of Directors who shall serve until their successors are elected are:

JASON L. ZABALETA

3155 N.W. 82nd Avenue
Miami, Florida 33122

RAYMOND BETHEL

3155 N.W. 82nd Avenue
Miami, Florida 33122

FRANCISCO GUERRA, JR.

2 South Biscayne Boulevard, Suite 3400
Miami, Florida 33131

ARTICLE XII
BYLAWS

The bylaws of this corporation may be made, altered or rescinded by a majority of the Board of Directors, or by the members in the manner provided for in the bylaws. Any bylaws adopted by the members may not be altered or rescinded by the Board of Directors.

ARTICLE XIII
REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of this corporation is 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is Valdes-Fauli Corporate Services, Inc.

ARTICLE XIV
AMENDMENTS

Amendments to the Articles of Incorporation may be made by a majority vote of the Board of Directors, or by the members in the manner provided for in the bylaws. Any amendment adopted by the members may not be altered or rescinded by the Board of Directors. Upon an amendment to the Articles of Incorporation being adopted, the amendment shall be filed with the Department of State in the manner provided by law.

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IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of Incorporation at the City of Miami, County of Miami-Dade, State of Florida, this 22 day of May, 1998.


FRANCISCO GUERRA, JR., Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

VALDES-FAULI CORPORATE SERVICES, INC.

By: 
Raul E. Valdes-Fauli, President

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