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TRANSMITTAL LETTER

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

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-10/28/99--01042--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** GRASSROOTS ECOSYSTEM MANAGEMENT, INC.

Enclosed is an original and two (2) copies of the articles of incorporation and a check for:

\$78.75 for the filing fee and a certified copy

**FROM:** Michael F. Chenoweth, Attorney at Law  
Post Office Box 236  
Homestead, Florida 33090-0236

FILED  
99 OCT 28 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB  
10-29-99  
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**ARTICLES OF INCORPORATION  
OF**

**GRASSROOTS ECOSYSTEM MANAGEMENT, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, applicable to corporations not for profit, and respectfully petition the Secretary of State for approval of such incorporation, under the following proposed Articles of Incorporation.

**ARTICLE I  
NAME**

The name of this corporation shall be: Grassroots Ecosystem Management, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal offices of this corporation shall be located at 14739 SW 51st Terrace, Miami, Florida 33185.

**ARTICLE III  
PURPOSE AND OBJECTIVES**

The purpose of this corporation shall be educational and informational, to increase public interest in and general knowledge of sustainable development activities. Its primary goal will be to promote rural sustainable development activities in Latin America in general, but with a particular emphasis on southern Mexico, Guatemala and Belize. It will provide technical assistance and training, disseminate information, and otherwise support legally constituted grassroots organizations and other non-governmental organizations (NGOs) in Mexico and elsewhere in Latin America who are seeking to develop environmentally-sensitive production alternatives, build participatory civil society organizations with an environmental dimension, and improve their incomes and the physical and biological environment in which their members live.

**ARTICLE IV  
MEMBERS**

Any person of good character and standing who is in agreement with the purposes of the corporation shall be eligible for membership in the corporation, unless declared ineligible by the Board of Directors. The dues shall be as fixed from time to time by the By Laws. —

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**ARTICLE V  
TERM OF EXISTENCE**

The term for which this association shall exist shall be perpetual or until dissolved according to law.

**ARTICLE VI  
OFFICERS AND DIRECTORS**

The affairs of this corporation shall be managed by a Board of Directors, elected annually by the members of the corporation, consisting of not less than three (3) and not more than twenty-five (25) directors. The number of members of the Board may be increased or diminished to no fewer than three (3) directors as authorized by the Laws of the State of Florida and the By Laws at any time. Said Board shall elect from their number a president, a vice-president, a treasurer, a secretary, and such other officers as may be authorized by the By Laws. Such officers of the Board shall be elected for a term of one year but may succeed themselves with no limitations thereon.

**ARTICLE VII  
INITIAL DIRECTORS**

The names of the Initial Directors are as follows:

Name

David Bray, Ph. D.

14739 SW 51st Terrace  
Miami, Florida 33185

Jonathon Fox, Ph. D.

Merrill College  
UC Santa Cruz  
Santa Cruz, California 95064

Victoria Floor

14739 SW 51st Terrace  
Miami, Florida 33185

**ARTICLE VIII  
ANNUAL MEETING**

The annual meeting of the corporation for purpose of electing Directors shall be held on the date specified in the By Laws.

## **ARTICLE IX INITIAL OFFICERS**

The names of the officers who will manage the affairs of the association until the first election of officers are as follows:

<u>Name</u>	<u>Office</u>
David Bray, Ph. D. 14739 SW 51st Terrace Miami, Florida 33185	President
Jonathon Fox, Ph. D. Merrill College UC Santa Cruz Santa Cruz, California 95064	Secretary
Victoria Floor 14739 SW 51st Terrace Miami, Florida 33185	Treasurer

## **ARTICLE X AMENDMENTS**

Amendments to the Articles of Incorporation and amendments, alterations or recissions of the By Laws of this corporation may be proposed and adopted at any regular meeting of the Board of Directors duly called, provided two (2) weeks' notice by mail shall have been given to the directors of the corporation, and any amendments, recissions, or other alterations to the By Laws shall only be made by two-thirds (2/3) vote of all of the members of the Board of Directors present and voting.

## **ARTICLE XI APPLICATION OF ASSETS UPON TERMINATION**

Upon termination of the corporation, any assets then owned by the corporation shall be transferred to The Center for the Support of Native Lands, Dr. Mac Chapin, Executive Director, 3240 Wilson Blvd., Arlington, Virginia 22201 or, if The Center for the Support of Native Lands is not at that time a non-profit, tax exempt organization under Section 501(c)(3) of the Internal Revenue Code, to another organization with similar goals that is tax exempt.

**ARTICLE XII  
DESIGNATION OF REGISTERED AGENT**

The initial registered agent shall be:

**David Bray, 14739 SW 51st Terrace, Miami, Florida 33185**

**ARTICLE XII  
INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation are:

**David Bray, 14739 SW 51st Terrace, Miami, Florida 33185**

David B. Bray  
Signature/Incorporator

9/14/99  
Date

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**ARTICLE XIII  
ACCEPTANCE OF REGISTERED AGENT**

*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.*

David B. Bray  
Signature/Registered Agent

9/14/99  
Date