

P0700000 76028

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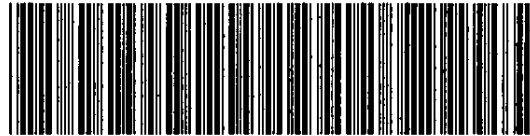
(Business Entity Name)

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FILED
2007 JUL -2 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

107-29931

7 Hampton Hill 3 2007

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: EarthSmart Corporation
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Patricia A. Jucha
Name (Printed or typed)

2312 Sunset Drive
Address

Eustis, Fla. 32726
City, State & Zip

(352) 223-0303
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 25, 2007

PATRICIA A JUCHA
2312 SUNSET DR
EUSTIS, FL 32726

SUBJECT: EARTHSMART CORPORATION
Ref. Number: W07000029931

We have received your document for EARTHSMART CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filing Section

Letter Number: 307A00041544

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

07 JUL -2 AM 7:24

RECEIVED

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

FILED

2007 JUL -2 AM 8:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: EarthSmart Corporation

ARTICLE II PRINCIPLE OFFICE

The principle place of business/mailling address is: 2312 Sunset Drive
Eustis, Florida 32726

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: The nature of the business or the purpose is to be conducted or promoted, is to engage in any lawful act or activity for which corporations may be organized under the great General Corporation Law of Florida.

ARTICLE IV SHARES

The total number of shares of capital stock that the Corporation shall have authority to issue is two (2), all of which are to be common stock that the Corporation with par value of one dollar per share. Patricia A. Jucha receives one share and Raymond A. Jucha receives one share.

ARTICLE V INITIAL OFFICERS AND OR DIRECTOR

Patricia A. Jucha...2312 Sunset Drive, Eustis, Fl. 32726...CHIEF EXECUTIVE OFFICER
Raymond A. Jucha...2312 Sunset Drive, Eustis, Fl. 32726... PRESIDENT OF SALES AND
TREASURER

ARTICLE VI REGISTERED AGENT

Patricia A. Jucha...2312 Sunset Drive, Eustis, Fl. 32726

ARTICLE VII INCORPORATOR

Patricia A. Jucha...2312 Sunset Drive, Eustis, Fl. 32726

ARTICLE VII MANAGEMENT

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation,

including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.

(c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws.

(d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

(e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

(f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations and books and the accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account or book, or document of the Corporation, except as conferred by the law or authorized by resolution of the directors or of the stockholders.

(g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon their surrender to their respective stock certificates, or otherwise, as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of the directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I the registered agent, the incorporator herein before named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 18th day of June 2007, Patricia A Jucha.

Patricia A. Jucha 2312 Sunset Dr., Eustis, Fl. 32726
Patricia A Jucha 6/18/07

Signature of Registered Agent & Incorporator