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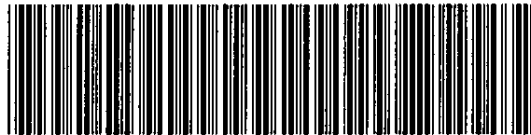
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2010 APR 12 P 3 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 13 2010
D. A. WHITE

COVER LETTER

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

SUBJECT: Vanguard Green America, Inc.

(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 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: J. Owen Myers

Name (Printed or typed)

PO Box 690714

Address

Orlando, FL 32869

City, State & Zip

4079264131

Daytime Telephone number

E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 30, 2010

J. OWEN MYERS
PO BOX 690714
ORLANDO, FL 32869

SUBJECT: VANGUARD GREEN AMERICA, INC.
Ref. Number: W10000015753

We have received your document for VANGUARD GREEN AMERICA, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

Your document will be retained in our pending file.

The corporate filing fees for profit and nonprofit, domestic or foreign are as follows:

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II

Letter Number: 510A00007827

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10 APR 12 PM 3:10
DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME/REGISTERED OFFICE**

The name of this corporation shall be: **VANGUARD GREEN AMERICA, INC.**. The corporation's registered office is located at: 13631 ZORI LANE, WINDERMERE, FL 34786.

**ARTICLE II
PURPOSE**

This corporation is organized exclusively for research and development. In addition, it will manage investment funds, own real estate, contract with installing companies. This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory, or nation.

**ARTICLE III
LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
2. The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.
3. Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

**ARTICLE IV
CAPITAL STOCK**

1. The maximum number of shares of stock that this corporation is authorized to have Outstanding at any one time is 10,000,000 shares of common stock having a par value of \$0.0001 per share.
2. The Capital Stock authorized by this Articles of Incorporation may be issued from time to time in series. The Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon series of Capital Stock, and the number of shares constituting any such series and the designation thereof, or any of them. Subject to compliance with applicable protective voting rights that have been or may be granted to the Capital Stock.

ARTICLE V ADDRESS

1. The street address of the initial registered office of the corporation shall be 13631 ZORI LANE, WINDERMERE, FL 34786 and the name of the Registered Agent for the corporation at that address is **ERIC HALE**.

ARTICLE VI TERM OF EXISTENCE

1. This corporation shall exist perpetually.

ARTICLE VII SELF DEALING

1. No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE VIII DIRECTORS/MEMBERS

The corporation shall have a voting membership, and may have classes of same (if any), as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

The corporation's first Board of Directors shall be comprised of the following natural persons:

Ben Hale 938 Pine Street, Oviedo FL 32765 (Chairman)

James Caldwell 2425 Camel Back Rd, Cape Girardeau MO 63701

Gordon Hale 4009 E. Appleseed Dr, Appleton WI 54913

ARTICLE IX DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE X DISSOLUTION AND LIQUIDATION

1. Dissolution and liquidation are effected as determined by law, unless these Articles stipulate otherwise.
2. The proceeds of liquidation are distributed equally to all shares, non-voting equity securities and in accordance with the rights adherent to them under these Articles.

ARTICLE XI DISPUTES

1. All disputes over corporate matters between the Company and its shareholders shall be adjudicated by the Ordinary Courts of Florida in which the Company has its registered office. For the purposes of such disputes, all shareholders concerned shall elect to be domiciled at the registered office of the Company, and shall be legally bound by all official and judicial notices served at this domicile.
2. Without prejudice to the jurisdiction stipulated in the foregoing subsection, the Company may, if it prefers, sue its shareholders in the place of jurisdiction to which they are ordinarily subject and in the Court competent to deal with the given disputes.

ARTICLE XII AMENDMENTS TO THE ARTICLES

1. The Council reserves the right, from time to time, to amend, alter or repeal any of the provisions of these Articles of Incorporation as may be authorized by the laws of the District of Columbia at the time in force and provisions may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the members of the Council by these Articles of Incorporation are granted subject to the provisions of this Article Nine. The Articles of Incorporation may only be amended, altered, changed, or repealed, in whole or in part, and new articles adopted in lieu of all or any part thereof, from time to time by the affirmative vote of at least two-thirds (2/3) of the eligible votes cast by members of the Council after the Board of Directors has adopted a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the members.

ARTICLE XIII INCORPORATOR

The incorporator(s) of this corporation is:

ERIC HALE: 13631 ZORI LANE, WINDERMERE, FL 34786

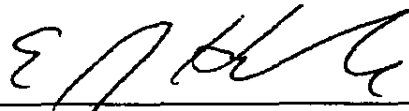
The undersigned incorporator certifies both that he executes these Articles for the purposes herein stated, and that by such execution, he affirms the understanding that should any of the information in these Articles be intentionally or knowingly misstated, he is subject to the criminal penalties for perjury as if this document had been executed under oath.

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on ____ of March, 2010.



Eric Hale, Registered Agent

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on ____ of March, 2010.



Eric Hale, Incorporator

2010 APR 12 P 3 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED