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DIVISION of Corporations
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FLORIDA NON-PROFIT CORPORATION

Jacksonville Arboretum & Gardens, Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION OF
JACKSONVILLE ARBORETUM & GARDENS, INC.
(A Corporation Not for Profit)

The undersigned, for the purposes of forming a corporation not for profit under the Laws of Florida, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of this corporation shall be JACKSONVILLE ARBORETUM & GARDENS, INC. The initial principal office shall be 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

Article II - Corporate Purpose

The general nature of the objects and purposes of this corporation are civic, benevolent, educational, scientific and charitable. The purposes for which the corporation is formed are as follows:

1. To acquire, establish, operate, maintain, direct, aid and control an arboretum or specialty park, including gardens, and plant collections and specimens of any and all types and kinds for the study and promotion of horticulture, gardening, and natural history for the instruction, recreation and pleasure of the public.
2. To stimulate and further interest in horticulture and the natural world, to increase public interest in natural areas, native and exotic trees and plants, and to provide opportunity for education and research.
3. To purchase, own, hold, lease, hire, mortgage, convey, hypothecate, encumber and exchange property and to receive grants, donations, devises and bequests for the accomplishment of the object of this corporation.
4. To make contracts and do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

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Provided that, no part of the assets or income of the corporation shall inure to the benefit of any member, director, officer or any other private individual, and no member, director, officer or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation. No person, firm or corporation shall ever receive any dividends or profits from the undertakings of this corporation except that reasonable compensation or consideration may be paid to persons selling real or personal property or services to the corporation. Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under §501(c) (3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government, for a public purpose and none of the assets shall be distributed to any member, officer or trustee of this corporation. Also, no substantial part of the activities of the corporation shall be devoted to propaganda or to attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office, nor shall it publish or distribute campaign statements. The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, and by an organization the contributions to which are deductible under §170(c)(2) of the Code as amended.

Article III -- Membership

The membership of this corporation shall consist of all persons herein named as directors of the corporation and such other persons as from time to time hereafter may qualify and be admitted to membership in the manner provided in the bylaws. The authorized number and qualification of the members, the different classes of membership, if any, the property, voting and other rights and privileges of each class of membership, the liability of each or all

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classes for duties or assessments and the method of collection thereof shall be as set forth in the bylaws of this corporation.

Article IV - Directors

This corporation shall have 12 directors initially. The number of directors may be either increased from time to time by the Board of Directors or decreased from time to time by the voting members as provided in the Bylaws, but shall never be less than three nor more than twenty-five persons. Directors shall be elected in the manner and for the terms provided by the bylaws.

Article V - Initial Directors

The names and street addresses of the initial directors of the corporation are:

Judith P. Stevens, Ph.D	6104 Winding Bridge Drive Jacksonville, FL 32277-1452
Laurie Clarke	c/o Jacksonville University Department of Biology 2800 University Blvd North Jacksonville, FL 32211
Murray F. "Lad" Hawkins	1924 Holly Oaks Lake Rd. West Jacksonville, FL 32225
Charles Hubbuch	c/o Jacksonville Zoo 8605 Zoo Parkway Jacksonville, FL 32218
Thomas Atkins	1721 University Boulevard West Jacksonville, FL 32217
Pam Caven	c/o FCCJ 501 W. State Street Jacksonville, FL 32202
Judson Miller	7228 San Carlos Road Jacksonville, FL 32217
Kenneth P. Wilson	9540 San Jose Boulevard, Jacksonville, FL 32257

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Trish Gramajo

c/o Nature Conservancy
405 W. Bay Street, Suite 202
Jacksonville, FL 32202

Richard D. Danford, Jr., Ph.D

c/o Jacksonville Urban League
903 West Union
Jacksonville, FL 32204

William Bishop

704 Rosselle Street
Jacksonville, Florida 32204

Lynda R. Aycock

1301 Riverplace Boulevard, Suite 1500
Jacksonville, Florida 32207

Article VI - Registered Agent and Registered Office

The registered agent for this corporation shall be Lynda R. Aycock and the registered office shall be 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

Article VII - Term

This corporation shall have perpetual existence.

Article VIII -- Subscriber

The name and street address of the subscriber hereto is as follows:

Lynda R. Aycock

1301 Riverplace Boulevard, Suite 1500
Jacksonville, Florida 32207

Article IX - Officers

The affairs of this corporation shall be managed such officers as may be provided in the bylaws.

Article X - Bylaws

The bylaws of this corporation shall be adopted by the directors named in these Articles of Incorporation and may thereafter be amended, altered, rescinded and new bylaws adopted in the manner provided by the bylaws.

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Article XI - Amendments

Amendments to the Articles of Incorporation may be proposed and adopted in the manner provided by the bylaws of the corporation except that no amendment may be adopted without the vote of at least a majority of the members entitled to vote and a majority of the directors.

IN WITNESS WHEREOF, the undersigned subscriber and incorporator has executed these Articles of Incorporation this 11th day of March, 2004.

Lynda R. Aycock

STATE OF FLORIDA

COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared Lynda R. Aycock, well known by me to be the person named in and who executed the foregoing Articles of Incorporation, and she acknowledged to me that she executed the same this 11th day of March, 2004. Lynda R. Aycock is personally known to me.

Deborah W. Rossler
Notary Public, State of Florida
Name: *Deborah W. Rossler*



Deborah W. Rossler
MY COMMISSION # CC912158 EXPIRES
March 28, 2004
BONDED THRU TROY FAN INSURANCE, INC.

My Commission Expires *March 28, 2004*
My Commission Number is: *CC912158*

MAR. 12. 2004 10:21AM


ROGERS TOWERS

NO. 7438 P. 7

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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED to serve as registered agent for this corporation at the registered office designated above in the foregoing articles of incorporation, the undersigned accepts the designation.


Lynda R. Aycock

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