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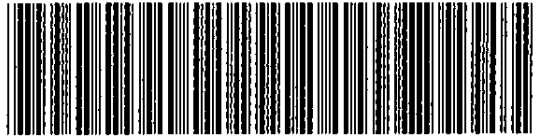
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**LAW OFFICE OF  
BRIAN W. PARISER, P.A.**  
Dadeland Centre  
Penthouse 1 - Suite 1718  
9155 South Dadeland Boulevard  
Miami, Florida 33156

Telephone: (305) 670-7730

Telefax: (305) 670-6203

January 18, 2010

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

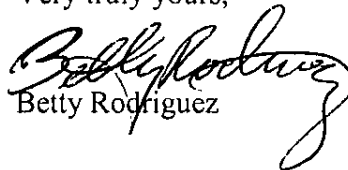
**Re: ARTICLES OF INCORPORATION OF  
PALMETTO BAY GARDEN CLUB, INC.**

Dear Sirs:

Enclosed please find a copy of the Articles of Incorporation of Palmetto Bay Garden Club, Inc., a check for \$78.75 and a self address stamped envelope. Please return the certified copy of the Articles of Incorporation to:

Law Office of Brian W. Pariser PA  
Dadeland Centre  
Penthouse 1 - Suite 1718  
9155 South Dadeland Boulevard  
Miami, Florida 33156

Very truly yours,

  
Betty Rodriguez

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**ARTICLES OF INCORPORATION  
OF  
PALMETTO BAY GARDEN CLUB, INC.  
A FLORIDA "NOT FOR PROFIT" CORPORATION**

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The undersigned acting as incorporator of a corporation under Chapter 617 of Florida Statutes, as amended from time to time, adopts the following Articles of Incorporation:

**Article I:**

**NAME OF CORPORATION:** The names of the corporation is Palmetto Bay Garden Club, Inc.

**Article II:**

**PRINCIPAL OFFICE:** The principal office of the corporation is located at:  
15410 SW 78 Court, Palmetto Bay, Florida, 33157

**Article III:**

**MAILING ADDRESS:** The mailing address of the corporation is:  
15410 SW 78 Court, Palmetto Bay, Florida, 33157

**Article IV:**

**REGISTERED AGENT:** The name of the registered agent of the corporation is:  
GAIL WEBER. The address of the registered agent is: 15410 SW 78 Court, Palmetto Bay,  
Florida, 33157.

**Article V:**

**DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for  
members, if any, and the manner of their admission shall be regulated by the bylaws.

**Article VI:**

**BOARD OF DIRECTORS:** The method of selection of the Board of Directors and  
number of directors shall be stated in the bylaws, but in no event shall the number of Directors  
be less than three. The initial three members of the Board of Directors are:

CANDACE MCDONALD, 14520 SW 79 AVE., Palmetto Bay, Florida, 33158.  
GAIL WEBER, 15410 SW 78 Court, Palmetto Bay, Florida, 33157.  
RICHARD DORN, 7855 sw 146 St., Palmetto Bay, Florida, 33158.

**Article VII:**

**INCORPORATOR(S):** The name and address of the incorporator is:

CANDACE MCDONALD, 14520 SW 79 AVE., Palmetto Bay, Florida, 33158.

**Article VIII:**

**CORPORATE PURPOSES:**

The purpose for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. To raise the educational and social levels of the residents of the Village of Palmetto Bay, Florida and surrounding communities, to foster and promote community wide interest and concern for good gardening and horticultural practices of residences and open spaces within the Village of Palmetto Bay and to encourage good gardening practices, develop talent for artistic landscape design and to stimulate interest in the environment and ecology.
2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholders or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
4. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**Article IX:**

**501(c)(3) LIMITATIONS:**

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these six articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal and state income tax under section 501(c)(3) of the Internal Revenue Code of 1986 of the corresponding provision of any future United States Internal Revenue law.
2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net

income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise 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.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **"PRIVATE FOUNDATION" PROVISIONS** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

(a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

© The Corporation will not retain any excess business holdings as defined in section 4943© of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **Article X:**

#### **INDEMNIFICATION-LIMITATION OF MEMBER'S LIABILITY:**

1. Any person (and the estate, heirs, executors and administrators of such person) made

or threatened to be made a party to any civil, criminal or administrative action, suit or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by his/her estate, heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for gross negligence, intentional misconduct or criminal acts in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such estate, heirs, executors or administrators) may be entitled apart from this Article.

2. The private property of the officers, directors and members of this Corporation shall not be liable for its corporate debts.

**Article XI:**

**AMENDMENT:** These Articles may be amended in the manner provided by the Florida Statutes at the time of any amendment, provided, however, that no such amendment shall be made effective unless a resolution approving the same shall have been duly adopted by the Board of Directors of the Corporation.

**EXECUTION:**

These Articles of Incorporation are hereby executed by the incorporator on this 15 day of January, 2010.

Candace McDonald,  
Candace McDonald  
Vice President/Director

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Candace McDonald who is personally known to me, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 15 day of January, 2010.

Brian W. Pariser  
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



BRIAN W. PARISER  
Commission DD 637368  
Expires May 1, 2011  
Bonded thru Troy Pain Insurance 800-886-7013

**REGISTERED AGENTS  
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Palmetto Bay Garden Club, Inc., a Florida not for profit corporation, and agree to comply with the provisions of Florida Statute 48.091 as amended from time to time.

*Gail Weber*  
Print name: *GAIL WEBER*

Address: *15410 SW 78 COURT*  
*PALMETTO BAY, FL 33157*

*1/15/10*  
Date

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