N95000003626

LAW OFFICES OF
Stephen D. Pearson, P.A.

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July 28, 1995

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

800001549958
-08/01/95--01014--005
*****70.00 *****70.00

Re: Articles of Incorporation for Redland Tropical Gardens and Botanical Foundation, Inc., a Florida corporation not for profit.

Our File No. 10-1000

Dear Madam/Sir:

Enclosed are the articles of incorporation and the acceptance of registered agent for Redland Tropical Gardens and Botanical Foundation, Inc., a Florida Corporation (the "Corporation"). Also enclosed are the fees for registration of the Corporation, including;

Articles of Incorporation	$35.00
Designation and acceptance by registered agent	$35.00
Total	$70.00

Please file as appropriate.

Thank you in advance for your courtesy and cooperation.

8/1/95

Very truly yours,

Stephen D. Pearson

Enclosures
10-1165

ARTICLES OF INCORPORATION OF
REDLAND TROPICAL GARDENS AND BOTANICAL FOUNDATION, INC.

(a Florida corporation not for profit)

The undersigned, acting as incorporator of Redland Tropical Gardens and Botanical Foundation, Inc., under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. Name

The name of the corporation is Redland Tropical Gardens and Botanical Foundation, Inc., a Florida corporation not for profit.

ARTICLE II. Term

This corporation shall commence on the filing of these Articles of Incorporation and shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III. Incorporator

The name and street address of the incorporator is as follows:

Stephen D. Pearson
2472 SW 27 Terrace
Miami, FL 33133

ARTICLE IV. Purposes

Section 1. A. The corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and, subject to the foregoing, the primary object of the corporation shall be to, within the Southern areas of Dade County, Florida, help insure proper maintenance and preservation of lands having significant botanical, horticultural and/or environmental value; provide public instruction and education with respect to botany and horticulture; enhance public awareness and participation in tropical gardening and horticultural related activities; and to foster greater knowledge, understanding, public exposure and appreciation for tropical gardening and horticulture throughout the community. Attendant to this purpose, the corporation shall support, acquire, maintain, manage, own, improve, and operate real and personal property, and shall be entitled to receive such property and/or cash for the accomplishment of the goals and purposes set forth herein; all in accordance with Section 501(c)(3) of the Internal

Revenue Code of 1986, as amended (hereinafter the "Code").

B. The corporation shall operate exclusively in a manner which is consistent with Section 501 (c) (3) of the Code.

C. The corporation is organized and shall be operated exclusively for not-for-profit purposes.

D. The corporation shall have and exercise all right and powers conferred upon corporations under the laws of the State of Florida, provided, however, that the corporation is not empowered to engage in any activities that, in itself, is not in furtherance of its purposes set forth herein.

Section 2. No part of the income of the corporation shall inure to the benefit of or be distributed to its members or officers, or other private persons except that the corporation may, when necessary, pay reasonable compensation for services rendered, and may make payments and distributions in furtherance of the purposes set forth herein.

Section 3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by any organization contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V. Membership

Membership shall be open to all individuals and organizations interested in furthering the purposes of the corporation, subject to such classifications, definitions, and procedures as may be set forth in the bylaws.

ARTICLE VI. Dissolution

Upon dissolution of the corporation, the Board of Directors shall, after making provision for payment of all liabilities, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future Unites States

Internal Revenue Law), or to Federal, State or local government for a public purpose as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the appropriate court of the State of Florida of the county where the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as the court shall determine, are organized and operated exclusively for such purposes.

ARTICLE VII. Initial Board of Directors

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors who shall serve until their successors are elected or qualified in accordance with the bylaws of the corporation. The number of Directors of the corporation may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The names and addresses of the first members of the Board of Directors are as follows:

1. Margi Buster
   24050 S.W. 162 Avenue
   Homestead, Florida 33031

2. Stephen D. Pearson
   2474 SW 27 Terrace
   Miami, Florida 33133

3. Larry Stuart
   13334 Biscayne Drive
   Apartment B
   Homestead, Florida 33033-1925

4. Mary Ann Ballard
   P.O. Box 218
   Goulds, Florida 33170

5. Bill Dobson
   1015 Dove Avenue
   Miami Springs, Florida 33166-3206

ARTICLE VIII. Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director of Officer of the corporation (whether or not he/she is a Director of Officer of the corporation at the time he/she is made a party to such an action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE IX. Bylaws

The power to adopt, amend, or repeal bylaws shall be vested in the Board of Directors of this corporation.

ARTICLE X. Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Director or member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors of this corporation.

ARTICLE XI. Initial Registered Agent and Office

The address of the Registered Office and principal place of business of the corporation is 24050 S.W. 162 Avenue, Homestead, Florida 33031, and the initial registered agent of this corporation at such address is Margi Buster.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 28 day of July __________, 1995, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

Stephen D. Pearson

Stephen D. Pearson

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I hereby certify that on this 28 day of July, 1995, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Stephen D. Pearson to me known to be the individual described in and who executed the foregoing instrument as Incorporator of Friends of Chapman

Field, Inc., and he acknowledged to and before me that he signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Florida, the day and year last above written.

(SEAL)

OFFICIAL NOTARY SEAL
MARK A GARCES
COMMISSION NUMBER
CC369626
MY COMMISSION EXP
MAY 3,1998

Notary Public
State of Florida at Large
My Commission Expires:

Having been named to accept service or process for Redland Tropical Gardens and Botanical Foundation, Inc. at the Registered Office designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Margi Buster, Registered Agent

10-1129