

N96000002016

LAW OFFICES  
SIMON & SIMON, P.A.

SEYMOUR J. SIMON (1913-1984)  
GARY P. SIMON  
CERTIFIED IN WILLS, TRUSTS AND ESTATE PLANNING  
CONCENTRATING IN CORPORATE, BUSINESS, and REAL PROPERTY

SUITE 504  
ONE DATRAN CENTER  
9100 SO. DADELAND BLVD.  
MIAMI, FLORIDA 33156-7815

TELEPHONE (305) 670-6750  
FAX (305) 670-6776

JOY B. SPILL

April 4, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

TELEPHONE (305) 670-6750  
FAX (305) 670-6776  
\*\*\*\*122.50 \*\*\*\*122.50

Re: WEST OSCEOLA ORCHID SOCIETY, Inc.

Dear Sir or Madam:

Enclosed are Articles of Incorporation and our check in the amount of \$122.50 in payment of the fee required for filing the Articles of Incorporation of West Osceola Orchid Society, Inc. Included in this amount is the \$35.00 required for a certified copy of the filed Articles of Incorporation, which we ask that you return in the self-addressed stamped envelope enclosed for your convenience.

Thank you for your attention to this matter.

Very truly yours,  
SIMON & SIMON, P.A.

*Joy B. Spill*  
Joy B. Spill, Esq.

JBS/aa

8-117-8-117-55

634/16/96

ARTICLES OF INCORPORATION  
OF  
WEST OSCEOLA ORCHID SOCIETY, INC.  
A Florida not-for-profit corporation

95 APR -8 4 10 11

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, applicable to corporations not for profit, under the following proposed Articles of Incorporation:

Article I - Name and Address

The name of the corporation is:

WEST OSCEOLA ORCHID SOCIETY, INC.

The street address and the mailing address of the initial principal office of the corporation is:

2501 Old Wilson Road, Kissimmee, Florida 34747

Article II - Purposes

1) This corporation is incorporated as a corporation not-for-profit under the provisions of Chapter 617 Florida Statutes.

2) The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

3) Notwithstanding any other provision of the Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

4) Upon dissolution of the Corporation, assets shall be

distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of competent jurisdiction of the County in which the principal offices of the corporation is then located exclusively for such purposes.

5) The specific and primary purposes for which this corporation is formed shall be to advocate the appreciation of orchids, to research and to disseminate educational information and knowledge about the orchid family to the general public, to show the cultural and economic importance of the orchid, as well as the beauty, biological and ecological importance of this group of plants, and to educate the public regarding orchids and to support the conservation of orchids.

#### Article III - Board of Directors

The corporation shall be governed initially by a Board of Administration consisting of four ( 4 ) persons as set forth in the By-Laws and the names and addresses of the persons who are to serve as Administrators until the first annual meeting of the members are as follows:

- 1) Eugenia Tripodi - 2145 Emperor Drive, Kissimmee FL 34744
- 2) Alice Tevlin - 3104 Red Fox Run, Kissimmee, FL 34746
- 3) Dot Purcell - 3406 Restful Place, Kissimmee, FL 34746
- 4) Brenda Hamel - 4423 Cypress Mill Rd., Kissimmee, FL 34746

The affairs of the corporation shall be managed and governed by a Board of Administration composed of between three and five (3-5) members as may be determined from time to time and set forth in the By-Laws which shall be comprised of the Corporation's elected officers who shall be elected by the members from the membership at large. The Administrators subsequent to the first Board of Administration shall be elected at the annual meeting of the membership for a term of one year or until their successors shall be elected and shall qualify. Provisions for such election and provisions respecting removal, disqualification and resignation of Administrators and for filling vacancies on the Board shall be established by the By-Laws.

#### Article IV - Term

The corporation shall have perpetual existence unless dissolved by due process of law.

#### Article V - Incorporators

The name and address of the subscribers of these Articles of Incorporation is as follows:

- 1) Eugenia Tripodi - 2145 Emperor Drive, Kissimmee FL 34744
- 2) Alice Tevlin - 3104 Red Fox Run, Kissimmee, FL 34746
- 3) Dot Purcell - 3406 Restful Place, Kissimmee, FL 34746
- 4) Brenda Hamel - 4423 Cypress Mill Rd. Kissimmee, FL 34746

#### Article VI - Membership

Eligibility for Membership shall not be denied to any person

on the basis of gender, race, color, creed, ethnic, religious or socioeconomic status.

Article VII - Officers

1. The officers of the corporation shall be the President, Vice President, Secretary and Treasurer and such other officers as may from time to time be determined necessary as set forth in the By-Laws.

Article VIII - No Stock

This corporation shall never have nor issue shares of stock nor shall there ever be any dividends paid to any of the members, nor shall any part of the income of the corporation be distributed to its Board of Administrators or officers.

Article IX - Corporate Powers

The corporation shall have all the powers set forth and described in Chapter 617.0302 Florida Statutes, as amended, from time to time; provided however, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax 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 X - Registered Agent

The initial registered office of this corporation shall be 2501 Old Lake Wilson Road, Kissimmee, Florida with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Alexander Vasiljev.

Article XI - Amendment of Articles

Amendments of these Articles shall be proposed and adopted in the following manner:

A. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

B. Adoption: A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Administrators or by not less than one-third (1/3) of the Regular or Life members of the Corporation. Administrators and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided the approval is delivered to the secretary at or prior to the meeting.

C. The approval must be either:

(a) by not less than 66-2/3% of the votes of the entire membership of the Association and by not less than a majority of the Board of Administrators; or

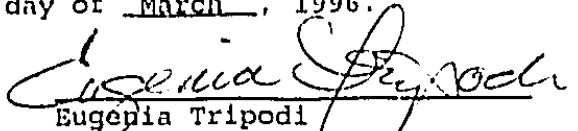
(b) by not less than 75% of the votes of the entire Regular and Life membership of the Association.

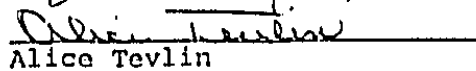
D. Limitation: Provided, however, that no amendment shall make any changes that are in conflict with section 501 (c) (3) of the Internal Revenue Code of 1986 or that are not permitted for an organization exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

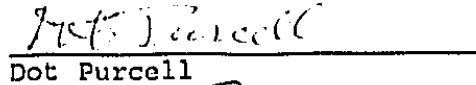
E. Recording: A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable

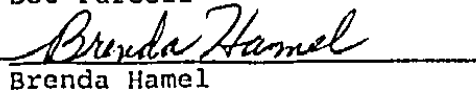
Florida Statutes.

WITNESS the hands and seals of the incorporators, at Orange County, Florida, this 29 day of March, 1996.

  
Eugenia Tripodi

  
Alice Tevlin

  
Dot Purcell

  
Brenda Hamel

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned having been named to accept service of process for the above Corporation at the place designated in Article X hereof, hereby accepts such agency. The undersigned is familiar with, and accepts the obligations provided for in Section 617.0501 of the Florida Statutes.

  
Alexander Vasiljov