

# N96000004103

**FILED**  
 95 AUG - 6 PM 1:00  
 TALLAHASSEE, FLORIDA

TODD A. STERZOY  
 Holland and Knight

\_\_\_\_\_  
 (Requestor's Name)  
 315 South Calhoun Street Suite 600  
 \_\_\_\_\_  
 (Address)  
 Tallahassee, Florida 32302  
 \_\_\_\_\_  
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Clermont Garden Club, Inc \_\_\_\_\_  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

Walk in     Pick up time 1:00     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials \_\_\_\_\_

D. BROWN AUG - 6 1996

**ARTICLES OF INCORPORATION  
FOR  
CLERMONT GARDEN CLUB, INC.**

**FILED**  
95 AUG -6 PM 1:00  
CLERMONT, FLORIDA

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned serves as incorporator, for the purpose of forming a corporation not-for-profit and does hereby certify:

**ARTICLE ONE**

**NAME OF CORPORATION**

The name of the corporation is to be Clermont Garden Club, Inc. (the "Corporation").

**ARTICLE TWO**

**PRINCIPAL OFFICE OF THE CORPORATION**

The mailing address for the Corporation shall be Post Office Box 121322, Clermont, Florida 34712. The street address of the principal office shall be 849 West Avenue, Clermont, Florida 34712.

**ARTICLE THREE**

**REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial registered agent and street address of the initial registered office of the Corporation is: Betty Kotch, 11634 Nellie Oaks Bend, Clermont, Florida 34711-7800.

**ARTICLE FOUR**

**PURPOSES AND POWERS OF THE CORPORATION**

This Corporation does not contemplate pecuniary gain or profit to its members, and the general nature of the objects of this Corporation shall be as follows:

- (1) To stimulate a knowledge and love of gardening, and the artistic use of plant material.
- (2) To aid in the protection of natural resources.
- (3) To foster, encourage, promote and develop civic beautification in the City of Clermont, Lake County, Florida, and on public highways and roads entering the City of Clermont.

(4) To make available to all persons of all races and of all ages information on general gardening.

## **ARTICLE FIVE**

### **MEMBERSHIP**

Section 1. Membership in this Corporation shall be composed of active, associate and honorary members.

Section 2. The qualification of members, the manner of their admission, the amount of dues, and their respective rights and duties shall be fixed by the By-Laws.

Section 3. Active members shall be grouped into Circles composed of at least 10 and not more than 30 active members. Each Circle may have as many associate or honorary members as they elect to Circle membership.

## **ARTICLE SIX**

### **DURATION**

The Corporation shall exist perpetually.

## **ARTICLE SEVEN**

### **AMENDMENTS**

Authorization for amendment of these Articles of Incorporation may be made at any Annual Meeting by a two-thirds vote, providing the proposed amendment shall have been presented in writing to the Executive Board, and that said Board shall have sent a copy of such amendment to each active member at least two weeks before the Annual Meeting.

## **ARTICLE EIGHT**

### **BYLAWS**

The Bylaws of this Corporation shall be made, adopted, amended, altered or rescinded by a two-thirds (2/3) vote of the active members present at any annual, regular or special meeting; provided written notice of the proposed amendment shall have been given the active members at least two weeks prior to the meeting. Fifteen percent (15%) of the active members must be present to constitute a quorum.

## ARTICLE NINE

### OFFICERS, EXECUTIVE BOARD AND BOARD OF TRUSTEES

Section 1. The officers of this Corporation shall be a President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, and Treasurer, all of whom together with the immediate Past President, the President of each Circle, and the Chairmen of Standing Committees appointed by the President, shall compose the Executive Board (Board of Directors) of the Club and this Board shall manage the affairs of the Corporation.

Section 2. Each officer shall be an active member in good standing.

Section 3. All officers and members of the Executive Board shall enter upon their official duties at the conclusion of the annual meeting of the Corporation, the date thereof to be designated in the By-Laws, and they shall serve for a term of two years or until their successors shall be duly elected and qualified.

Section 4. The title of all property owned by the Corporation is to be vested in a Board of Trustees consisting of the President, First Vice President and Treasurer.

## ARTICLE TEN

### INDEBTEDNESS

The highest amount of indebtedness or liability to which the Corporation may at any time subject itself shall never be greater than two-thirds (2/3) of the value of the property of the Corporation.

**IN WITNESS WHEREOF**, for the purposes of filing this Corporation under the laws of the State of Florida, the undersigned, as incorporator of this Corporation, has executed these Articles of Incorporation this   1   day of August, 1996.

  
\_\_\_\_\_  
Donna L. Griffin

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT**

Pursuant to Sections 607.0501 or 617.0501, Florida Statutes, the following is submitted:

That Clermont Garden Club, Inc. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 11634 Nellie Oak & Bend, City of Clermont, County of Lake, State of Florida 34711-7800, has named Betty Kotch as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: 8/1/96

Betty Kotch  
Betty Kotch  
Registered Agent

ORL-165091.1

FILED  
96 AUG -5 TH 1:00  
CLERK OF CIRCUIT COURT  
CLERMONT, FLORIDA