

N 98000002257

Requestor's Name

Patrick Bradley

Address

City/State/Zip

Phone #

500002492185--5

-04/17/98--01054--013

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Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

FILED
98 APR 17 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

46-0007
4/20/98

ARTICLES OF INCORPORATION
OF
SHO FU BONSAI SOCIETY OF SARASOTA, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE I.
NAME

The name of the Corporation is:

Sho Fu Bonsai Society of Sarasota, Inc.

ARTICLE II.
PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of this Corporation shall be:

c/o Patrick Bradley
2401 Covina Way South
St. Petersburg, FL 33712

ARTICLE III.
TERM OF EXISTENCE

The Corporation shall exist perpetually unless sooner dissolved as authorized by law.

ARTICLE IV.
PURPOSE(s)

4.1 The purpose for which the Corporation is organized, and the powers of the Corporation, shall be to operate without profit exclusively for charitable, educational, or other purposes as permitted by Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

4.2 At no time may the Corporation engage in any business, such as making any social or recreational facilities owned by the Corporation available to the general public or by selling real estate, timber, or other products. Nor may the Corporation solicit by advertisement or otherwise for public patronage of any facilities owned by the Corporation.

4.3 Any business transactions with nonmembers must be incidental to and in furtherance of the purpose of the corporation; gross receipts from such transactions must be substantially the same as costs and expenses connected with such transactions; the amount of proceeds from such activities must be small in comparison with income from all sources; and no part of net earnings may inure to the benefit of the members.

ARTICLE V.
MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, a Board of Directors consisting of no less than three (3) persons, and no more than seven (7) persons. The election of directors and their terms of holding office shall be regulated by the by-laws of the Corporation.

ARTICLE VI.
OFFICERS

The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors at such time and in such manner as regulated by the by-laws of the Corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors or chosen in such other manner as regulated by the by-laws of the Corporation.

ARTICLE VII.
BY-LAWS

The by-laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation. The power to adopt, amend, alter, or repeal by-laws shall be vested in the Board of Directors unless otherwise provided in the by-laws. By-laws may be adopted, amended, altered, or repealed by the Directors of the Corporation at any regular or special business meeting called for that purpose, provided that notice of said meeting has been given to each member of the Board of Directors no more than sixty (60) nor less than ten (10) days prior to the meeting. Any action of the Board of Directors to adopt, amend, alter, or repeal by-laws shall require an affirmative vote of a majority of the then elected and qualified Directors of the Corporation.

ARTICLE VIII.
INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of Incorporation is (are) as follows:

Patrick Bradley
2401 Covina Way South
St. Petersburg, FL 33712

ARTICLE IX.
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is:

5015 Baystate Rd., Palmetto, Florida 34221

and the initial registered agent of this Corporation is:

Doug Chapin

ARTICLE X.
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the Directors of the Corporation at any regular or special business meeting called for that purpose, provided that notice of the proposed amendment has been given to each member of the Board of Directors no more than sixty (60) nor less than ten (10) days prior to the meeting. Any action of the Board of Directors to amend the Articles of Incorporation shall require an affirmative vote of two-thirds (2/3) of the then elected and qualified Directors of the Corporation.

ARTICLE XI.
EARNINGS AND ACTIVITIES OF THE CORPORATION

The earnings and activities of the Corporation are subject to the following restrictions and limitations:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributive to, any member or any private shareholder (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes).

ARTICLE XII.
DISTRIBUTION OF ASSETS
UPON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation as the Board of Directors may determine.

ARTICLE XIII.
MEMBERSHIP

The Corporation is organized upon a non-stock basis. The qualifications for members and the manner of their admission shall be regulated by the by-laws of the Corporation.

ARTICLE XIV.
PROHIBITION OF DISCRIMINATION

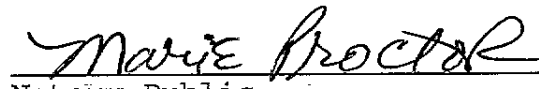
The Corporation shall not discriminate against any person on the basis of race, color, or religion. Neither may these Articles, the Corporation's by-laws, other governing instruments of the Corporation, or written policy statements of the Corporation contain any provision for such discrimination.

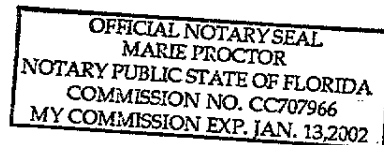
The undersigned incorporator has executed these Articles of Incorporation this 26th day March, 1998.


Patrick Bradley, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 26th day of March, 1998, by PATRICK BRADLEY, who is personally known to me or has produced _____ as identification and who _____ did/_____ did not take an oath.


Notary Public



CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE MENTIONED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

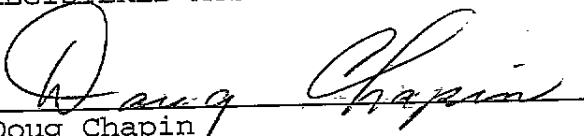
1. The name of the corporation is:

Sho Fu Bonsai Society of Sarasota, Inc.

2. The name and address of the registered agent and office is:

Doug Chapin
5015 Baystate Rd.
Palmetto, Florida ~~33772~~ 34221

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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.


Doug Chapin

DATE: Mar, 26, 1998.

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TALLAHASSEE, FLORIDA