

NP9 000001482

LAW OFFICES
OF
MICHAEL B. BROWN, P.A.
ATTORNEY AT LAW

ST. PETERSBURG
One Beach Drive S.E.
Suite 205
St. Petersburg, Florida 33701
Telephone (727) 821-8752
Facsimile (727) 821-8324

SARASOTA
1800 Second Street
Suite 888
Sarasota, Florida 34236
Telephone (941) 366-6492
Facsimile (941) 955-4985

Please reply to:

St. Petersburg

March 3, 1999

Florida Secretary of State
Corporate Division
Post Office Box 6237
Tallahassee, Florida 32314

500002796625--3
-03/05/99--0115--001
*****78.75 *****78.75

Re: Incorporation of TREE Foundation, Inc., a Florida Not For Profit Corporation

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation with reference to the above corporation, together with a Certificate Designating Place of Business or Domicile For The Service Of Process Within This State, Naming Agent Upon Whom Process May Be Served. Also enclosed is a check made payable to the Secretary of State in the amount of \$75.75 to cover the cost of filing fee. Please file the original and return to me a certified copy of same.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact my office.

Sincerely,


Michael B. Brown

Enclosures

FILED
99 MAR -5 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Michael Brown GAVE
AUTHORIZATION BY PHONE TO
CORRECT art I & art II
DATE 3-10-99
DOC. EXAM BR

**ARTICLES OF INCORPORATION
OF
TREE FOUNDATION, INC.,
a Florida Not For Profit Corporation**

99 MAR -5 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators, of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

**Article I
NAME**

The name of the corporation is TREE Foundation, Inc.

**Article II
TERM OF EXISTENCE**

The corporation shall have perpetual existence.

**Article III
PURPOSES**

The corporation is a not for profit corporation. The purposes for which the corporation is organized include, but are not limited to:

(a) operating for the advancement of religion, charity, science, literature, and education and for other charitable purposes, by the distribution of its funds for such purposes, and to promote the enjoyment, appreciation, and conservation of trees and forests throughout the world through research and education;

(b) operating exclusively for any such religious, charitable, science, literature, and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) administrating for charitable purposes property donated to the corporation;

(d) distributing property for such purposes in accordance with the terms of gifts, bequests or devises to the corporation not inconsistent with its purposes, as set forth in these articles of incorporation, or in accordance with the determination made by the board of directors pursuant to these articles of incorporation;

(e) receiving gifts and bequests and to use the principal and income generated from the investment of the gifts and bequests for the benefit of the corporation, or such other charitable, religious or education organizations that are described in §501(c)(3) of the Internal revenue Code for 1986, as amended (the "Code"), and exempt from taxation under §501(a);

(f) reserving the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the board of directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable need; and

(g) engaging in any and all lawful activities necessary or desirable for the accomplishment of any of the above-described purposes and powers.

Article IV MEMBERSHIP

The corporation is organized upon a nonstock basis and it shall have no members.

Article V REGISTERED OFFICE AND REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the corporation is 1605 Main Street, Suite 1100, Sarasota, Florida 34236-5848. The name of its initial registered agent at such address is Michael R. Pender, Jr. This is also the principal office for the corporation.

Article VI BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be no less than three (3). Directors shall be elected as stated in the bylaws.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

<i>Name</i>	<i>Address</i>
Martin W. Faust	1225 Second Street Sarasota, Florida 34236
Allison V. Menezes, M.D.	2111 Bee Ridge Road Sarasota, Florida 34239
Stephanie Gould Olson	1911 Rain Forest Trail Sarasota, Florida 34240
Michael R. Pender, Jr.	1605 Main Street, Suite 1100 Sarasota, Florida 34236-5848
Robert A. Richardson	635 S. Orange Avenue Sarasota, Florida 34236

Article VII INCORPORATORS

The names and addresses of the incorporators are:

<i>Name</i>	<i>Address</i>
Michael R. Pender, Jr.	1605 Main Street, Suite 1100 Sarasota, Florida 34236-5848
Robert A. Richardson	635 S. Orange Avenue Sarasota, Florida 34236

Article VIII OFFICERS

The board of directors shall elect the following officers: president, vice president, treasurer, and secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

<i>Name</i>	<i>Address</i>
President Michael R. Pender, Jr.	1605 Main Street, Suite 1100 Sarasota, Florida 34236-5848
Vice President Robert A. Richardson	635 S. Orange Avenue Sarasota, Florida 34236
Secretary/Treasurer Martin W. Faust	1225 Second Street Sarasota, Florida 34236

Article IX
BYLAWS

The bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

Article X
COMPENSATION AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors or officers, or any individual, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of the exemption under §501(c)(3) of the Code. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles of incorporation, the corporation shall not carry on any other activities which are not permitted to be carried on:

- (a) by a corporation exempt from taxation under the Code; or
- (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Code.

Article XI
INDEMNIFICATION

The corporation shall indemnify any director or officer, or any former director or officer, to the full extent permitted by law.

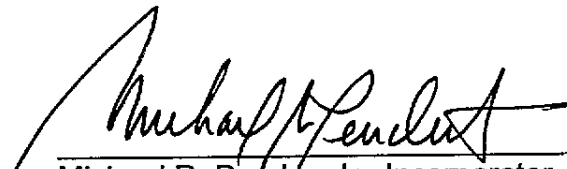
Article XII
DISSOLUTION


Upon the dissolution or winding up of this corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the corporation, shall be distributed, as the board of directors, shall determine to a not for profit fund, foundation, or corporation which is organized and operated exclusively for religious, charitable, educational, or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. Any assets not so disposed of shall be disposed by the circuit court which has general jurisdiction for the county in which the principal office of the corporation shall then be located, exclusively for such charitable purposes or such charitable organization or organizations described in §501(c)(3) of the Internal Revenue code as the court shall select.

Article XIII
AMENDMENT OF ARTICLES OF INCORPORATION

These articles of incorporation may be amended from time to time by a resolution adopted by a two-thirds (2/3) vote of the board of directors present at a meeting at which a quorum is present; provided, however, that these articles of incorporation shall not be amended to permit the corporation to engage in any activity prohibited in Article X of these articles of incorporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on February 25, 1999.


Michael R. Pender, Jr., Incorporator


Robert A. Richardson, Incorporator


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating office/registered agent, in the State of Florida.

That TREE FOUNDATION, INC. organized under the laws of the State of Florida with its principal office as indicated in the ARTICLES OF INCORPORATION, at the City of Sarasota, County of Sarasota, State of Florida, has named MICHAEL R. PENDER, JR., 1605 Main Street, Suite 1100, Sarasota, Florida 34236-5848, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with 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.



MICHAEL R. PENDER, JR.,
REGISTERED AGENT

2-25-99

DATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR -5 PM 12:17

FILED