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(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

PW Lola Stark GAVE AUTHORIZATION BY PHONE TO CORRECT Article V DATE 7/7/08 DOC. DATE MRD

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRD 7/7

1238-2790

COVER LETTER

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

SUBJECT: St. Augustine Orchid Society, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ $70.00 Filing Fee	☐ $78.75 Filing Fee & Certificate of Status	☑ $78.75 Filing Fee & Certified Copy	☐ $87.50 Filing Fee, Certified Copy & Certificate

ADDITIONAL COPY REQUIRED

FROM: Lola Stark, Registered Agent
Name (Printed or typed)

3136 Country Creek Lane
Address

St. Augustine, Florida 32086-5400
City, State & Zip

904-797-2361
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 9, 2008

LOLA STARK, REG. AGENT
3136 COUNTRY CREEK LANE
ST AUGUSTINE, FL 32086-5400

SUBJECT: ST. AUGUSTINE ORCHID SOCIETY, INC.
Ref. Number: W08000027970

We have received your document for ST. AUGUSTINE ORCHID SOCIETY, INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 908A00035420

CERTIFICATE OF INCORPORATION
OF
ST. AUGUSTINE ORCHID SOCIETY, INC.
A NOT FOR PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation shall be ST. AUGUSTINE ORCHID SOCIETY, INC., a Not For Profit Corporation.

ARTICLE II: PRINCIPAL OFFICE

The principal office and street address shall be located at 3136 Country Creek Lane, St. Augustine, Florida 32086-5400.

ARTICLE III: PURPOSE

(a) The St. Augustine Orchid Society, Inc. shall be an agricultural, horticultural and scientific not for profit corporation for the preservation of orchids and education about orchids by the extension of knowledge concerning the ecology, conservation, preservation, science, cultivation, hybridization and uses of orchids. The specific purposes of the St. Augustine Orchid Society, Inc. are to promote and aid in the development, improvement, preservation, cultivation and hybridization of all orchids; to collect information relating to the growing and development of orchids; to disseminate information concerning the culture, hybridization or development of orchids by means of exhibitions, lectures and publications or otherwise; to assist those engaged in the growing of orchids by such research and dissemination; to increase public interest in the growing of orchids and generally to foster the knowledge, production, use and appreciation of orchids.

(b) The St. Augustine Orchid Society, Inc. shall at all times be operated for the purposes stated above, or any other like or similar charitable purpose within the meaning

of Section 501(c)(3) of the Internal Revenue Code of 1986. No part of the net income of the Society may under any circumstances inure to the benefit of any private individual or corporation. No substantial part of the activities of the St. Augustine Orchid Society, Inc. shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the St. Augustine Orchid Society, Inc. 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.

(c) The St. Augustine Orchid Society, Inc. shall not participate in any transaction resulting in a diversion of its income or assets to any officer, director, member, employee or contributor, other than the usual and conventional speaker honorarium or reimbursement of reasonable out of pocket expenses for supplies or services actually rendered to the St. Augustine Orchid Society, Inc. and approved by the Board of Directors. Notwithstanding any other provision of this charter, the Society shall not carry on any other activities not permitted to be carried on by an organization exempt from federal tax under section 501(c)(3), contributions to which are deductible under section 170(c)(2), of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Law.

(d) Upon dissolution of the St Augustine Orchid Society, Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Tax code and shall be distributed to a not-for-profit organization with objectives similar to the St Augustine Orchid Society, Inc., such as The Orchid Digest, The Huntington Botanical Center, 1151 Oxford Road, San Marino, CA 91108 or

the American Orchid Society, 16700 AOS Lane, Delray Beach Fl 33446; or their current address.

ARTICLE IV: MANNER OF ELECTION

(a) A Nominating Committee named by the Board of Directors shall select one or more potential candidates to each Officer or Director-at-Large position. Nominations may also be made by the general membership. After proper notice, elections will be conducted by voice vote if candidates are unopposed or written ballot if there are two or more candidates for a given position.

(b) OCTOBER MEETING. At the October Meeting of the St Augustine Orchid Society, Inc., the President shall announce the appointed Nominating Committee consisting of three regular members, no more than two of whom shall be members of the Board of Directors. This Committee shall be responsible for the nomination of one qualified member for each Officer and Director at Large position.

(c) NOVEMBER MEETING. It shall be the duty of the Nominating Committee to nominate a minimum of one qualified Society Member, in good standing, to each of the following offices: President, First Vice President, Second Vice President, Secretary and Treasurer. The Nominating Committee shall also nominate two qualified St Augustine Orchid Society, Inc. members to be Directors at Large. The slate shall be presented to the St Augustine Orchid Society, Inc. members at the November meeting. In addition to this slate, a regular member duly seconded by another regular member may make additional nominations from the floor at the November meeting. All members must have signified their willingness to serve before their names are presented.

(d) NOTICE IN ADVANCE OF JANUARY MEETING. These nominations shall then be published in the St Augustine Orchid Society, Inc.'s newsletter, which shall be distributed to the membership at least 10 days before the January meeting, which is also the Annual Meeting date. The list of nominees selected by the Nominating Committee shall be posted on the St Augustine Orchid Society, Inc. website at least ten days before the January meeting.

(e) JANUARY MEETING. The nominations shall then be read again at the January meeting, at which time nominations from the floor will again be accepted. The floor-nominated member in good standing must be present to give consent, or must have supplied written consent. Elections shall be held by verbal vote at the Annual Meeting in January. In the event of a contest, the president shall appoint an Election Committee of three regular members, who shall collect and tabulate written ballots. The nominees receiving the highest number of votes for Officer or Director at Large shall be declared elected.

ARTICLE V: INITIAL DIRECTORS AND/OR OFFICERS

(a) The officers of the corporation shall consist of the following: President, 1st Vice President, 2nd Vice President, Secretary and Treasurer and three Directors at Large.

(b) The initial officers of St Augustine Orchid Society, Inc. shall be:

President: Michael Heinz, 9255 Noah Davis Road, Glen St. Mary, FL 32040;

1st Vice President: Susan Bottom, 6916 Cypress Lake Court, St. Augustine, FL 32086

2nd Vice President: Vivienne Rowe, 108 Drake Road, St. Augustine, FL 32086.

Secretary: Lola Stark, 3136 Country Creek Lane, St. Augustine, FL 32086

CERTIFICATE OF INCORPORATION
OF
ST. AUGUSTINE ORCHID SOCIETY, INC.
A NOT FOR PROFIT CORPORATION

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Treasurer: William Gourley, 807 Kalli Creek Lane, St. Augustine, FL 32080

(c) The initial ~~three~~ authorized Directors-at-Large shall be appointed by the Officers after the corporate charter is approved by the State of Florida. Thereafter they shall be elected pursuant to the provisions of ARTICLE IV above.

ARTICLE VI: INITIAL REGISTERED AGENT AND ADDRESS

The initial registered agent for St Augustine Orchid Society, Inc.is Lola Stark, 3136 Country Creek Lane, St. Augustine, FL 32086.

ARTICLE VII: INCORPORATOR

The name and address of the incorporator is Richard H. Roth, 405 Camelia Trail, St. Augustine, FL 32086.

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Lola E. Stark — *Signature/Registered Agent*
06/17/08 — *Date*

Richard H. Roth — *Signature/Incorporator*
17-1-08 — *Date*