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Name change

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04 OCT -8 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[illegible] 10/15/04

# Janet E. Martinez, P. A.

LAW OFFICES
203 EAST RICH AVENUE
DELAND, FLORIDA 32724

P. O. BOX 880
DELAND, FLORIDA 32721-0880

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October 5, 2004

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

Re: Florida Chapter of the American Society of Landscape Architects, Inc.

Dear Sir or Madam:

Enclosed for filing are the following:

1. Certificate Regarding Articles of Incorporation as Amended and Restated of Florida Chapter American Society of Landscape Architects, Inc.;

2. Articles of Incorporation as Amended and Restated of Florida Chapter of the American Society of Landscape Architects, Inc.; and

3. Certificate Designating Registered Agent and Street Address for Service of Process.

Kindly file the documents listed above and return a certified copy to my office using the envelope provided. Enclosed is my firm check in the amount of $43.75 to cover the filing fees and the cost of one certified copy.

If you have any questions or require additional information, please do not hesitate to contact my office.

Thank you for your assistance.

Sincerely,

Janet E. Martinez
EMAIL: jmartt@delandlaw.com

JEM:jg
Enclosures

cc: Andrew S. Dance (w/ encl.)

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# CERTIFICATE REGARDING ARTICLES OF INCORPORATION AS AMENDED AND RESTATED

FILED
04 OCT -8 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**OF**

**FLORIDA CHAPTER,**
**AMERICAN SOCIETY OF LANDSCAPE ARCHITECTS, INC.**
A Florida corporation not for profit

As required by FLORIDA STATUTES Section 617.1007(3) the undersigned officer of the above-named corporation hereby certifies:

1. The Articles of Incorporation of the Florida Chapter, American Society of Landscape Architects, Inc. (the "Corporation") are amended and restated as set forth in the attachment hereto and incorporated herein.

2. The amended and restated Articles of Incorporation include a change in the name of the corporation to the following name: **FLORIDA CHAPTER OF THE AMERICAN SOCIETY OF LANDSCAPE ARCHITECTS, INC.**

3. The attached amended and restated Articles of Incorporation adopted by the board of directors of the corporation on July 28, 2004. The number of votes cast was sufficient for approval of this amendment.

3. There are no members or members authorized to vote on the amendment. The amendment was adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned president and secretary of this Corporation have executed this certificate regarding the Amended and Restated Articles of Incorporation on September 27, 2004.

Andrew Dance, President

Attest: Richard Rome
Richard Rome, Secretary

# ARTICLES OF INCORPORATION
# AS AMENDED AND RESTATED

# OF

# FLORIDA CHAPTER OF THE
# AMERICAN SOCIETY OF LANDSCAPE ARCHITECTS, INC.

A Florida corporation not for profit

## ARTICLE 1

## NAME

The name of this corporation is FLORIDA CHAPTER OF THE AMERICAN SOCIETY OF LANDSCAPE ARCHITECTS, INC.

## ARTICLE 2

## DURATION

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

## ARTICLE 3

## GENERAL PURPOSES

The purposes of the FLORIDA CHAPTER OF THE AMERICAN SOCIETY OF LANDSCAPE ARCHITECTS, INC. (the "Corporation") shall be:

A. The advancement of knowledge, education, and skill in the art and science of Landscape Architecture and the promotion of Landscape Architecture as an instrument of service in the public welfare;

B. To have and to exercise all powers necessary or incident to carrying out its corporate purposes; to exercise all of the powers permitted by law, and to possess and enjoy all rights and powers which now or at any time hereafter may be granted to or exercised by a corporation of this character.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that 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 this article.

D. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code or the corresponding provisions of any future United States internal revenue law.

E. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States internal revenue law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE 4

## MEMBERS

A. The members of this Corporation shall be those individuals who demonstrate an interest in achieving the purpose of the Corporation, and who are Landscape Architects or who have been admitted as members of the Board of Directors, who reside within the territory of the Chapter.

B. Members of this Corporation shall be admitted to membership by election of the Board of Directors, and as established and set forth in the By-Laws.

C. This Corporation shall issue no stock.

## ARTICLE 5

## SUBSCRIBERS

The names and residence of the original subscribers of the Corporation were:

| | |
|---|---|
| Raymond L. Decker, Jr. | 620 S. Federal Hwy., Suite 3<br>Fort Lauderdale, FL 33302 |
| Stephen J. Trudnak | 418 Majorca<br>Coral Gables, FL 33134 |
| Edward E. Stewart | David W. Johnston Assoc.<br>635 S. Orange Avenue, Suite 7<br>Sarasota, FL 33577 |

## ARTICLE 6

## OFFICERS

The affairs of this Corporation shall be managed by officers elected by the board of directors at its annual meeting. The officers shall serve at the pleasure of the board of directors.

## ARTICLE 7

## DIRECTORS

This Corporation shall have an initial board of directors of twelve (12) directors. The number of directors may be changed from time to time by the bylaws. The names and addresses of the initial directors of the Corporation who served until the first election were:

| | |
|---|---|
| Raymond L. Decker, Jr. | 620 S. Federal Hwy., Suite 3<br>Fort Lauderdale, FL 33302 |
| Stephen J. Trudnak | 418 Majorca<br>Coral Gables, FL 33134 |
| Edward E. Stewart | David W. Johnston Assoc.<br>635 S. Orange Avenue, Suite 7<br>Sarasota, FL 33577 |
| William H. Baker | Wallis, Baker & Assoc.<br>820 S. Denning Drive<br>Winter Park, FL 32789 |
| Randall G. Raiman | Douglas M. Ruth & Assoc.<br>1212 E. Broward Blvd.<br>Fort Lauderdale, FL 33301 |

| | |
|---|---|
| Derrick Smith | University of Florida<br>Department of Architecture<br>Gainesville, FL 32601 |
| Therese M. Bodker | 1434 N.E. 30th Street<br>Pompano Beach, FL 33064 |
| Gail Boorman | A. Gail Boorman & Assoc.<br>900 6th Avenue South, Suite 103<br>Naples, FL 33940 |
| Leerie T. Jenkins, Jr. | Reynolds, Smith & Hills<br>4019 Blvd. Center Drive<br>Jacksonville, FL 32207 |
| Thomas Mumford | 18 Riverview Drive<br>Sewall's Point, FL 33457 |
| Douglas Trettion | 636 U.S. Highway 1, Suite 102<br>North Palm Beach, FL 33457 |
| Ronald S. Wilson | Garden Village Design, Inc.<br>330 W. Fairbanks Avenue<br>P.O. Box 266<br>Winter Park, FL 32789 |

## ARTICLE 8

## BYLAWS

The bylaws of the Corporation shall be adopted by the board of directors. Any bylaw adopted by the board of directors may be changed or repealed by the members.

## ARTICLE 9

## AMENDMENTS

An amendment to these articles may be proposed by the board of directors or any member. Amendments shall be adopted by the board of directors by the affirmative vote of at least three-fourths of the directors present and voting at a meeting at which a quorum is present.

## ARTICLE 10

### PRINCIPAL OFFICE AND REGISTERED AGENT

The registered agent for this Corporation is Janet E. Martinez, P.A., and its registered office is located at 203 East Rich Avenue, Deland, Florida 32724.

DATED as of July 28, 2004.

IN WITNESS WHEREOF, the undersigned president and secretary of this Corporation have executed these Amended and Restated Articles of Incorporation on September 27, 2004. This amendment was adopted by the board of directors on July 28, 2004.

Andrew Dance, President

Attest: ______________________
Richard Rome, Secretary

## CERTIFICATE DESIGNATING REGISTERED AGENT AND STREET ADDRESS FOR SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes, the Florida Chapter of the American Society of Landscape Architects, Inc. hereby designates Janet E. Martinez, P.A., 203 East Rich Avenue, Deland, Florida 32724, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

Florida Chapter of the American Society
of Landscape Architects, Inc.

By: ______________________
Andrew Dance, President

## ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of Florida Chapter of the American Society of Landscape Architects, Inc. for service of process within the State of Florida.

JANET E. MARTINEZ, P.A.

By: ______________________
Janet E. Martinez, President