

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

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2.) _____
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ARTICLES OF INCORPORATION

OF

CELESTIAL THERAPEUTIC AND ORNAMENTAL GARDENS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

ARTICLE I NAME, ADDRESS AND DURATION

The name of the Corporation is CELESTIAL THERAPEUTIC AND ORNAMENTAL GARDENS, INC. The principal office and mailing address of the Corporation is 11064 Key Madeira Drive, Jacksonville, Florida 32218. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible by law.

ARTICLE III PURPOSE

The Corporation is organized, and shall operate exclusively for:

A. Charitable, religious, educational, and scientific purposes, including, for such purposes, the making or receiving of distributions to or from organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. The exercise of, within the confines of §501(c)(3) of the Internal Revenue Code, all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. Such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV LIMITATION

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 the Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (A) by a Corporation exempt from Federal Income Tax under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (B) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or in the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle 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 VI MEMBERS

The Corporation shall have Active Members who shall be Voting Members and shall have all the rights and privileges of Members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote.

ARTICLE VII REGISTERED OFFICE AND AGENT

The address of the registered office in the State of Florida is 11064 Key Madeira Drive, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is Veronica J. Pasciuto.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of the Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Directors annually. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Directors of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Patricia Pasciuto	11064 Key Madeira Drive Jacksonville, Florida 32218
Veronica J. Pasciuto	11064 Key Madeira Drive Jacksonville, Florida 32218
Michelle Jewett	2961 S. Horizon Place Oviedo, Florida 32765

ARTICLE IX OFFICERS

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Members (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Patricia Pasciuto	11064 Key Madeira Drive Jacksonville, Florida 32218
Vice President	Michelle Jewett	2961 S. Horizon Place Oviedo, Florida 32765
Secretary	Veronica Pasciuto	11064 Key Madeira Drive Jacksonville, Florida 32218
Treasurer	Veronica Pasciuto	11064 Key Madeira Drive Jacksonville, Florida 32218

ARTICLE X INCORPORATOR

The name and mailing address of the incorporator of this Corporation is as follows:

Name

Address

Scott C. Roberts

37 N. Orange Avenue, Suite 200
Orlando, Florida 32801

**ARTICLE XI
BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors pursuant to the Bylaws.

**ARTICLE XII
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

**ARTICLE XIII
INDEMNIFICATION**

The Corporation shall indemnify any Incorporator, Officer or Director, or any former Incorporator, Officer or Director, to the fullest extent permitted by law.

**ARTICLE XIV
NONSTOCK**

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 20th day of April, 2000.



Scott C. Roberts

STATE OF FLORIDA)
) ss.
COUNTY OF ORANGE)

SUBSCRIBED and SWORN to before me this 20th day of April, 2000 by Scott C. Roberts, the incorporator of CELESTIAL THERAPEUTIC AND ORNAMENTAL GARDENS, INC., a Florida nonprofit corporation, who (check one): ☒ is personally known to me; ☐ has produced a valid driver's license # _____ or ☐ has produced other identification, to-wit: _____.

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Brenda Jean Womble
Notary Public – State of Florida



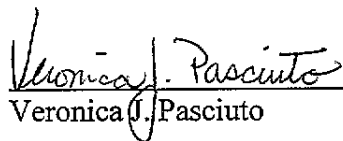
REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said statute:

That CELESTIAL THERAPEUTIC AND ORNAMENTAL GARDENS, INC. desiring to organize under the laws of the State of Florida, with its principal and mailing address as indicated in the Articles of Incorporation, has named Veroncia J. Pasciuto, located at 11064 Key Madeira Drive, Jacksonville, Florida 32218, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further state I am familiar with section 617.0501, et. seq., Florida Statutes.


Veronica J. Pasciuto

DATED: April 17, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA