

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8877 • 800-342-8062 • Fax (850) 222-1222

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Orchid Club of Palm Harbor, Inc.

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- ☒ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ☒ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

Signature

Requested by:

SA 8/31/00 10:30
Name Date Time

Walk-In Will Pick Up

00 AUG 31 PM 2 05
FILED
TALLAHASSEE, FLORIDA

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FILED
TALLAHASSEE, FLORIDA

SMITH AUG 31 2000

Articles of Incorporation
of
ORCHID CLUB OF PALM HARBOR, INC.

Article I
CORPORATE NAME, PRINCIPAL OFFICE
AND MAILING ADDRESS

FILED
00 AUG 31 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this Corporation is ORCHID CLUB OF PALM
HARBOR, INC.

The principal office of this Corporation is 531 11th Street,
Palm Harbor, Florida 34683.

The mailing address of this Corporation is 531 11th Street,
Palm Harbor, Florida 34683.

Article II
CORPORATE NATURE

This is a nonprofit corporation, organized solely for general
educational and charitable purposes pursuant to the Florida
Corporations Not for Profit Law set forth in Section 617 of the
Florida Statutes.

Article III
DURATION

The term of existence of the Corporation is perpetual.

Article IV
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this Corporation
is formed are:

A. For the advancement of charity, education and any other
related or corresponding charitable purposes.

B. To provide support for care, growing, and showing of ORCHIDS.

C. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501 of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

Article V MEMBERS OF CORPORATION

The members of the Corporation shall be the members of the ORCHID CLUB OF PALM HARBOR, whose dues are not in arrears pursuant to the bylaws of the society. The members shall elect a Board of Directors at an Annual Meeting and the Board of Directors may fill vacancies between Annual Meetings as provided by the bylaws. Except as otherwise provided by Florida law, each member shall be entitled to one vote.

Article VI MANAGEMENT OF CORPORATE AFFAIRS

A. *Board of Directors.* The powers of this Corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors consisting of not less than three (3) persons. The initial number of Directors of the Corporation shall

be three (3), provided, however, that such number may be changed by a bylaw duly adopted by the Board of Directors.

The Directors named herein as the first Board of Directors shall hold office for a term of one (1) year, until the first Annual Meeting of the Board of Directors.

Directors elected at the first Annual Meeting, and at all times thereafter, shall serve for a term of one (1) year, until the Annual Meeting of members following the election of Directors and until the qualification of the successors in office. Annual Meetings shall be held at 8:00 p.m. on April 1st of each year at 531 11th Street, Palm Harbor, Florida 34683 or at such other place or places as the Board of Directors may designate from time to time by resolution.

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 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 which 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 the Bylaws of this Corporation authorize the Directors to so act. Such

a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

See Attached

B. *Corporate Officers.* The Board of Directors shall elect the following officers: President, Secretary and Treasurer, 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:

President: HARRY STOUT

Treasurer: RICHARD D. GREEN

Secretary: BARBARA WITLIN

Article VII EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 Article

IV hereof.

B. 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 any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

C. 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 Section 501(c)(7) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, or (b) by a Corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.

D. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Article VIII DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all 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, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(7) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

Article IX SUBSCRIBERS

The name and residence address of the Subscriber of this Corporation is as follows:

HARRY STOUT
531 11th Street
Palm Harbor, Florida 34683

Article X AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be

authorized or approved by the members of the Corporation, Bylaws of this Corporation may be made, altered, rescinded or 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 XI
DEDICATION OF ASSETS**

The property of this Corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

**Article XII
REGISTERED AGENT**

The name and address of the initial registered agent of this Corporation are:

Richard D. Green, 1010 Drew Street, Clearwater, FL 33755

**Article XIII
AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors in the manner set forth in the Bylaws of this Corporation.

I, the undersigned, being the Subscriber and Incorporator of this Corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed

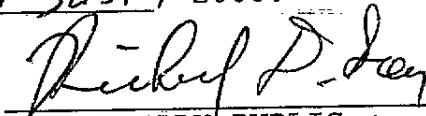
these Articles of Incorporation this 15 day of Aug,
2000.


HARRY STOUT

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments
in the State and County aforesaid, personally appeared HARRY STOUT,
personally known to me or who produced the following
identification: personally known, and he
acknowledged before me that he executed those Articles of
Incorporation.

Dated this 15th day of August, 2000.



NOTARY PUBLIC

(print, type or stamp commissioned name of Notary Public)

My Commission Expires:



RICHARD D. GREEN
Notary Public, State of Florida
My Commission Expires 02/09/04
Commission No. # CC907292

INITIAL BOARD OF DIRECTORS

HARRY STOUT
531 11th Street
Palm Harbor, Florida 34683

Barbara Witlin
Box 1200
Crystal Beach, Florida

Richard D. Green
445 Meadowlark Lane
Palm Harbor, Florida 34683

STATE OF FLORIDA
DEPARTMENT OF REVENUE

Certificate Designating Place of Business or Domicile
for the Service of Process Within This State
Naming Agent Upon Whom Process may be Served

00 AUG 31 PM 2:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with Chapter 48.091, Florida
Statutes:


ORCHID CLUB OF PALM HARBOR, INC., a Corporation organized (or
organizing) under the laws of the State of Florida with its principal
office at 12433 84th Way N. Largo, Florida, 33773, County of Pinellas,
State of Florida, has named Richard D. Green, Esq. 1010 Drew Street,
Clearwater, Florida, 33755, County of Pinellas, State of Florida, as its
agent to accept service of process within this state.


Harry Stout, Incorporator

ACCEPTANCE

I agree as Registered Agent to accept Service of Process; to keep
office open during prescribed hours; to post my name (and that of any
other officers of said corporation authorized to accept service of
process at the above Florida designated address) in some conspicuous
place in the office as required by law.

Filing Fee: \$35.00


Richard D. Green
Registered Agent