

TRANSMITTAL LETTER

NO000000000000160

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

SUBJECT: THE HENRY NEHRLING SOCIETY, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

400003385534 DT 2
*****87.50 *****87.50

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: Laurie E. Dillard
Name (Printed or typed)

3819 McKinnon Road
Address

Windermere, Florida 34786
City, State & Zip

(407) 876-7749
Daytime Telephone number

FILED
2000 SEP 18 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

BC 9/18

FILED

2000 SEP 18 AM 10: 52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE HENRY NEHRLING SOCIETY, INC.
(A Corporation Not-For-Profit)**

WHEREAS, in 1890, Dr. Henry Nehrling, an American of German heritage, planted the botanical gardens which he called Palm Cottage Gardens, on the shore of the lake now known as Lake Nally in the historic German settlement of Gotha, Florida, making it one of Florida's first experimental botanical gardens; and

WHEREAS, over 3,000 new and rare plants were tested for the USDA/Florida in these gardens, and over 300 new and beneficial plants were introduced into Florida's landscape on the grounds of these gardens; and

WHEREAS, caladium plants were introduced into Florida at the gardens, with over 50 new varieties being hybridized on the premises, and today the caladium industry is worth more than 13 million dollars per year to the economy of Florida, with the Nehrling caladiums being the foundation for that industry; and

WHEREAS, the garden in Gotha was visited by thousands of tourists, writers, nature lovers, and new settlers into Central Florida at the turn of the century, including Theodore Roosevelt, John Burroughs, Charles Torrey Simpson, Liberty Hyde Bailey, Thomas A. Edison, and botanical explorer Dr. David Fairchild, who called Palm Cottage Gardens "the most interesting place in Florida," and

WHEREAS, many of the plants, trees, shrubs and vines that were introduced through Palm Cottage Gardens were from other famous gardens, including the White House Gardens, the Royal Botanical Gardens, the Hong Kong Botanical Gardens, the Missouri Botanical Gardens, and the New York Botanical Gardens; and

WHEREAS, today only a few of the resplendent old gardens that were planted throughout the United States at the turn of the century have survived, and through the years most of the original 40 acres which comprised Palm Cottage Gardens have been purchased for homesites, leaving only 6 acres intact; and

WHEREAS, these 6 acres surround a Florida Cracker home built in the 1880's in which Henry Nehrling resided, and which has been carefully preserved and cared for over the years by succeeding owners; and

WHEREAS, beyond his interest in ornamental plants, Henry Nehrling was also well versed in the study of birds, and published a book on North American birds in German and English, with Lake Nally at one time being called Lake Audubon in honor of that interest; and

WHEREAS, by preserving Palm Cottage Gardens and this historical home, we conserve traces of the history of horticulture in Florida; save one of the oldest structures still intact in Central Florida; provide a museum highlighting the history of the German settlement of Gotha along with exhibits on North American birds; and we remind the burgeoning state of Florida through the history of the tiny community of Gotha of the ethnic diversity of its original population.

NOW, THEREFORE, we the undersigned, hereby associate ourselves for the purpose of becoming a corporation-not-for-profit and for charitable and philanthropic purposes under the Laws of the State of Florida, thereby providing for the formation, liabilities, rights, privileges, and immunities of a corporation-not-for-profit.

ARTICLE I

NAME AND ADDRESS

The name of the corporation shall be **The Henry Nehrling Society, Inc.**, and it shall be organized under Chapter 617, Florida Statutes, as a corporation not-for-profit. The principal place of business and mailing address of this corporation shall be Department of Foreign Languages, Rollins College, 1000 Holt Avenue, Box 2752, Winter Park, Florida 32789, or such address within the State of Florida as the officers may from time to time designate.

ARTICLE II

DURATION OF EXISTENCE

The corporation shall have perpetual existence unless dissolved according to law. This corporation shall begin the business on the day of filing of these Articles of Incorporation with the Department of State.

ARTICLE III

OBJECT AND PURPOSE

The general object and purpose of the corporation is to raise public awareness of the importance of Palm Cottage Gardens and the Henry Nehrling house in Gotha, Florida, as a significant historical site worthy of preservation; and to raise the support and funds for the pursuit of the the goal of acquiring, rehabilitating, and operating Palm Cottage Gardens and the Henry Nehrling House for the edification and enjoyment of the local community and the State of Florida.

ARTICLE IV

POWERS

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not-for-profit, including, but not limited to, Chapter 617 Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not-for-profit in the State of Florida, necessary and convenient to effect any and all of the charitable and educational purposes for which the corporation is organized, subject, however, to the following:

Section 1. This corporation shall be operated exclusively for, and shall only have the power to perform, activities within the meaning and requirements of the Internal Revenue Code of 1954, as amended heretofore or hereafter.

Section 2. This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

Section 3. This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

Section 4. This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

Section 5. This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

Section 6. This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

Section 7. This corporation shall not engage in any prohibited transactions as defined by the Internal Revenue Code of 1984, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE V

MEMBERSHIP AND MANNER OF ADMISSION

This corporation shall consist of all persons hereinafter named as Incorporators to these Articles of Incorporation, all Officers, and all members of the Board of Directors. Initial officers and directors consist of the founders of this corporation and volunteers, with subsequent directors to be nominated and elected by the sitting board. Additional procedures for the manner of admission of persons as members of this corporation, if any, shall be provided in the Bylaws of the Corporation.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The affairs of this corporation shall be managed and governed by the Board of Directors. The corporation shall have three (4) directors initially. Thereafter, the number of directors may be altered from time to time in accordance with the Bylaws, but shall never be more than fifteen (15), nor fewer than (4).

Section 2. The names and residences of the members of the initial Board of Directors who shall serve until they or their successors are elected and qualified at the first meeting of the Board of Directors of the corporation are as follows:

**Nancy Decker, PhD.
Richard Nehrling
Gertrude F. Laframboise
Kathleen Reich**

ARTICLE VII

OFFICERS

Section 1. The officers of the corporation shall be a Chairman, a Vice-Chairman, a Secretary, a Treasurer, and such other officers as may be provided for from time to time by the Bylaws. The manner for election of the officers shall be provided for in the Bylaws.

Section 2. The names of the officers who are to manage the affairs of the corporation until the first election under the Bylaws are as follows:

Chairman	Nancy Decker, PhD. Department of Foreign Languages Rollins College 1000 Holt Ave., Box 2752 Winter Park, Fla. 32786-4499
Vice Chairman	Richard Nehrling 12309 Tiger Creek Lane Jacksonville, Fla. 32250
Secretary	Gertrude Laframboise Archives, Special Collections Rollins College 1000 Holt Ave., Box 2421 Winter Park, Fla. 32789-4499
Treasurer	Kathleen Reich 211 E. Fawsett Rd. Winter Park, Fla. 32789-6014

ARTICLE VIII

PROVISIONS

- a. This organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(C)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization 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 purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(C)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(C)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 IX

INITIAL REGISTERED AGENT

The name and street address of the Initial Registered Agent of this corporation is
Nancy Decker, PhD., Department of Foreign Languages, Rollins College, 1000 Holt Avenue, Box
2752, Winter Park, Orange County, Florida 32789.

ARTICLE X

INCORPORATOR

The name and street address of the Incorporator of this corporation is Laurie Dillard,
3819 McKinnon Road, Windermere, Orange County, Florida 34786.

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.

Nancy M. Decker
Signature/Registered Agent

9/13/00
Date

Laurie E. Dillard
Signature/Incorporator

9/13/2000
Date