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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ORDER DATE : March 30, 2001

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ORDER NO. : 098422-005

CUSTOMER NO: 101134A

CUSTOMER: Ms. Shannan X. McDonald
Jack Andrew Baxter, Jr., Esq

4530 North Federal Highway

Fort Lauderdale, FL 33308

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DOMESTIC FILING

NAME: THE PASSIFLORA SOCIETY
INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

2/30/01

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DIVISION OF CORPORATIONS
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01 MAR 30 PM 4:05

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE PASSIFLORA SOCIETY INTERNATIONAL, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation, not for profit, under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation is THE PASSIFLORA SOCIETY INTERNATIONAL, INC.

ARTICLE II. PURPOSES

A. The purposes for which the Corporation is to be formed are exclusively as a not for profit corporation for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

In furtherance of such purposes, the Corporation is empowered to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such a manner as in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation or any laws applicable thereto.

B. No part of the net income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation or any other private individual (except that reimbursement for expenditures or the payment of reasonable compensation for services rendered to or for the Corporation affecting one or more of its purposes shall not be deemed to be a distribution of income or principal). No substantial part of the activities of the Corporation shall be carrying on 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.

C. The Corporation shall distribute such portion of its income or capital as may be necessary at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or corresponding provisions of any subsequent Federal tax laws.

D. The Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), or corresponding provisions of any subsequent Federal tax laws.

E. The Corporation shall not retain any excess business holdings as defined in Code Section 4943(c), or corresponding provisions of any subsequent Federal tax laws.

F. The Corporation shall not make any investments in such manner as to subject it to tax under Code Section 4944, or corresponding provisions of any subsequent Federal tax laws.

G. The Corporation shall not make any taxable expenditures as defined in Code Section 4945(d), or corresponding provisions of any subsequent Federal tax laws.

H. Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Code Section 501(c)(3) and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Code Section 170(c)(2) and Regulations as they now exist or as they may hereafter be amended.

I. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be delivered to charities qualifying under Code Section 501(c)(3) as selected by the Board of Directors of the Corporation.

ARTICLE III. EXISTENCE

The term of existence of the Corporation shall be perpetual.

ARTICLE IV. DIRECTORS

The Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by amendment to the By-Laws, but shall never be less than three (3). Directors shall thereafter be elected at the annual meeting of the Members.

The names and post office addresses of all Members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
RONALD BOENDER	3600 W. Sample Road Coconut Creek, FL 33073
THOMAS C. EMMEL	3600 W. Sample Road Coconut Creek, FL 33073
ANNA ZINNO	3600 W. Sample Road Coconut Creek, FL 33073

ARTICLE V. MEMBERS

Each Director of the Corporation shall be a Member of the Corporation. The Board of Directors may also prescribe in the By-Laws the manner in which additional Members, if any, may be admitted or deleted.

ARTICLE VI. MANAGEMENT AND OFFICERS

The affairs of the Corporation shall be managed by the Board of Directors and Officers. The Corporation's Officers shall be President, one or more Vice Presidents, the Secretary and the Treasurer of the Corporation, all of whom shall be elected annually by the Board of Directors.

The Officers of the Corporation who shall serve until the first election or appointment under the Articles of Incorporation are:

President:	RONALD BOENDER
Vice President:	THOMAS C. EMMEL
Secretary:	ANNA ZINNO
Treasurer:	ANNA ZINNO

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
RONALD BOENDER	3600 W. Sample Road Coconut Creek, FL 33073

ARTICLE VIII. INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE

The name of the Initial Registered Agent and the address of the Initial Registered Office are as follows:

<u>Name</u>	<u>Address</u>
RONALD BOENDER	3600 W. Sample Road Coconut Creek, FL 33073

This address shall also be the Corporation's principal office address.

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members and approved at a meeting of the Members unanimously by all Members, unless all the Directors and Members consent in writing to said amendment.

ARTICLE X. BY-LAWS

The initial By-Laws of the Corporation shall be adopted by the first Board of Directors at their first meeting and shall thereafter be altered or rescinded at any time by the Board of Directors.

ARTICLE XI. TERRITORY

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its possessions and dependencies, but the operation of the Corporation shall not be limited to such territory.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 29th day of March, 2001.



RONALD BOENDER
INCORPORATOR

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, in the County and State aforesaid, before me, an officer duly authorized and acting, personally appeared RONALD BOENDER, to me known to be the person described in the foregoing instrument, and he acknowledged before me that he executed same for the purposes therein mentioned.

WITNESS my hand and official seal this 29th day of March, 2001.

My Commission expires



Jack A. Baxter, Jr.
MY COMMISSION # GC619548 EXPIRES
April 24, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Jack Baxter
Notary Public

ACCEPTANCE AND DESIGNATION OF REGISTERED AGENT

I hereby accept the appointment as the Initial Registered Agent of the Corporation, as made in the foregoing Articles of Incorporation.

Date: 3/29/01

Ronald Boender
RONALD BOENDER
Registered Agent

01 MAR 30 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED