

TRANSMITTAL LETTER
No1000000 3728

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

500004273425--6
-05/21/01--01103--005
*****78.75 *****78.75

SUBJECT: MIAMI BEACH HERB SOCIETY INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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 of
Status

ADDITIONAL COPY REQUIRED

FROM: MIAMI BEACH HERB SOCIETY
Name (Printed or typed)
c/o Miami Beach Botanical Garden
2000 Convention Center Drive
Address
MIAMI BEACH, FL 33139
City, State & Zip
(305) 673-7256
Daytime Telephone number

FILED
01 MAY 21 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

g/s/30

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S. (Not for Profit)

MIAMI BEACH HERB SOCIETY *Inc*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY 21 PM 2:05

FILED

ARTICLE I – NAME

The name of the Corporation is: MIAMI BEACH HERB SOCIETY, hereinafter referred to as MBHS.
Inc.

ARTICLE II – NOT FOR PROFIT

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

ARTICLE III – PRINCIPAL OFFICE

The principal place of business and mailing address of the MBHS shall be:

2000 Convention Center Drive
MIAMI BEACH, FL 33139

ARTICLE IV – PURPOSES

The MBHS is organized, and shall be operated exclusively for, the following purposes:

serving the mutual interests of its members by consistent endeavor to increase their knowledge of all aspects growing and using herbs;

promoting wider public appreciation by participating in and sponsoring lectures, demonstrations, field trips, exhibitions, shows and festivals;

sharing our experiences, research and the joy of herb gardening;

to exercise 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.

To do such other things as are incidental to the purposes of the MBHS or necessary or desirable in order to accomplish them.

ARTICLE V - LIMITATION

No part of the net earnings of the MBHS shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the MBHS 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 4 (Purposes) hereof.

ARTICLE VI - INTIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Linda VAN LEER
3447 Sheridan Avenue
MIAMI BEACH, FL 33140

ARTICLE VII - INTIAL BOARD OF TRUSTEES

The management of the MBHS shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is five (5). The number of Trustees may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than three. The By-laws may provide for ex officio and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the MBHS is as follows:

Name	Address
Emily DAVIS	114 Venetian Causeway – Dillido Island – MIAMI BEACH, FL 33139
Paula KELLY	6538 Collins Avenue – PBM 253 - MIAMI BEACH, FL 33141
Cindy LASKY	17600 North Bay Road – NORTH MIAMI BEACH, FL 33160
Doris OLESKY	1331 99 th Street – BAY HARBOR ISLAND, FL 33154
Linda VAN LEER	3447 Sheridan Avenue – MIAMI BEACH, FL 33140

Trustees shall be elected annually by the Voting Members (Committee)

ARTICLE VIII - OFFICERS AND THEIR DUTIES

Section 1 - The Officers of the MBHS shall consist of a President, Secretary, Treasurer and such other Officers and Assitant Officers as may be provided in the By-laws. Each Officer shall be elected by the Committee (and may be removed by the Committee) at such time and in such manner as may be prescribed by the By-laws. The name and address of each initial Officer of the MBHS is as follows:

Name	Address	Title
Cindy LASKY	17600 North Bay Road – NORTH MIAMI BEACH, FL 33160	President
Linda VAN LEER	3447 Sheridan Avenue – MIAMI BEACH, FL 33140	Vice-President
Doris OLESKY	1331 99 Street – BAY HARBOR ISLAND, FL 33154	Secretary
Emily DAVIS	114 Venetian Causeway – Dillido Island – MIAMI BEACH, FL 33139	Treasurer
Martha CORVEA	1110 Venetian Way - # 2A – MIAMI BEACH, FL 33139	Corresponding Secretary

Section 2 - The Officers of the MBHS shall be elected for terms of one year and shall serve until their successors take office. The immediate past President shall serve as a parliamentarian.

Section 3 - At least one President shall preside at all meetings of the MBHS and the Board of Trustees, and shall be a member ex officio of all committees, except the nominating committee. He shall appoint such committees as deemed necessary, with the concurrence of the Board.

Section 4 - Quorum. The presence of a quorum is required for the transaction of business. A quorum at a regular or a special meeting shall consist of five. A majority vote of the quorum shall be required for approval of an action or choice.

Section 5 - The Vice-President shall perform all the duties of the President in the absence of the President.

Section 6 - The Secretary shall keep a record of all meetings of the MBHS and the Board of Trustees and shall conduct such correspondence as the President or Board shall authorize. The Secretary shall also be responsible for records of attendance at all meetings, and shall be custodian of all records except financial records. The Secretary shall also serve as Clerk at all elections.

Section 7 - The Treasurer shall be custodian of all monies of the MBHS, shall disburse same as directed by the Board, shall collect all dues, and shall be custodian of all financial records. The Treasurer shall notify the Secretary as to dues paid for the purpose of updating the membership roster.

Section 8 - The Board of Trustees is empowered to fill all vacancies in the Board between annual elections.

Section 9 - The Board of Trustees is empowered to authorize expenditures of not more than \$ 50.00. Expenditures over this amount must be authorized by the majority vote of members of the Committee, present and voting at any regular or special meeting of the membership. The \$ 50.00 limitation does not apply to expenditures which will be reimbursed or to reasonable amounts necessary to provide programs and in all such cases are subject to review by the membership.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator is:

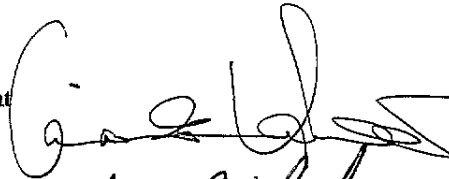
Cindy LASKY
17600 North Bay Road
NORTH MIAMI BEACH, FL 33160

ARTICLE X - AMENDMENT

The MBHS 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, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the States of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the MBHS pursuant to law.

Having been named as registered agent to accept services 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.

Signature/Registered Agent



Date

5/16/01

Signature/Incorporator



Date

5/16/01

FILED
01 MAY 21 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA