

N01000004792

Native Orchid Restoration Project, Inc.

NORP

c/o Sandra Mikesell

1070 31st Street SW

Naples, FL 34117

Phone: day—941-262-6118

home—941-455-5138

June 19, 2001

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

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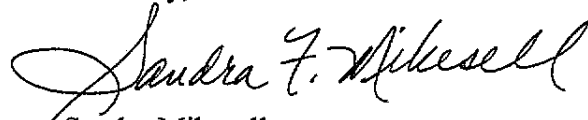
Re: Native Orchid Restoration Project

Dear Madam or Sir:

Enclosed are two originals of the Articles of Incorporation for Native Orchid Restoration Project, Inc., together with a check in the amount of \$78.75. Please file the Articles of Incorporation and return to the undersigned the enclosed copy as well as the Certificate of Incorporation.

Thank you for your assistance in this matter.

Sincerely,



Sandra Mikesell,
Treasurer and Director

Sandra GAVE
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C. RA accept.
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EXAM 7c

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ARTICLES OF INCORPORATION
OF
NATIVE ORCHID RESTORATION PROJECT, INC.

ARTICLE I

NAME: The name of the corporation, herein called the "Corporation", is Native Orchid Restoration Project, Inc., and it shall be a not for profit corporation organized under Chapter 617, Florida Statutes, and shall have all powers given to a not-for-profit corporation by the provisions of the Florida Not For Profit Corporation Act.

ARTICLE II

PURPOSE AND POWERS: The corporation has been formed exclusively for the conservation, educational, literary, scientific, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), and specifically for the purpose of employing its existing resources, and acquiring funds from individuals, firms, foundations, associations, corporations, governmental bodies and all segments of the public in general, by active solicitation, for the education, appreciation, conservation, research, and restoration of the native orchids of Florida and activities associated with the restoration of their habitat.

ARTICLE III

INCORPORATOR: The name and address of the incorporator of this corporation is as follows:

Lee Hoffman
PMB 134
4888 Davis Boulevard
Naples, Florida 34104

ARTICLE IV

DURATION: The term of existence of the Corporation is perpetual unless terminated by action of the Board and approval of a majority of the members present at a meeting called for that purpose.

ARTICLE V

BYLAWS: The Bylaws of the Corporation may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS: The Directors and Officers of the corporation shall be elected as provided for in the Bylaws of this corporation.

ARTICLE VII

REGISTERED OFFICE AND PRINCIPAL OFFICE: The initial registered office of the Corporation shall be located at 4419 Rosea Court, Naples, Florida 34104. The initial registered agent of the Corporation at that address shall be Lee Hoffman.

The address of the principal office of the Corporation shall be PMB 134, 4888 Davis Boulevard, Naples, Florida 34104.

ARTICLE VIII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) **Proposal.** Amendments to the Articles may be proposed by a majority of the board or by a written petition to the board, signed by at least one-fourth (1/4th) of the voting members of the Corporation.
- (B) **Procedure.** Upon any amendment to these Articles being proposed by said board or members, such proposed amendment shall be submitted to a vote of the members not later than the next annual, special, or regular meeting for which proper notice can be given. Proper thirty (30) day notice must be given in the monthly newsletter or by mail to each member to the last known address listed on the corporation books.
- (C) **Vote Required.** These Articles may be amended by the affirmative vote of a majority of the members at any meeting called for that purpose.

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the corporation shall indemnify and hold harmless every director and every officer, committee member, or employee of the Corporation against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a director or officer, or committee member or employee of the Corporation. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interest of the Corporation, in a proceeding by or in the right of the Corporation to procure a judgment in its favor.
- (B) A violation of criminal law, unless the individual had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the individual derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which an individual may be entitled.

ARTICLE X

501(C)(3) STATUS: The Corporation is organized under a non-stock basis. No part of the earnings of the corporation shall inure to the benefit of, or be distributed 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 II hereto. No substantial part of the activities of the Corporation shall be 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) in any political campaign on behalf of a candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XI

DISSOLUTION: Upon dissolution of the Corporation, 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, or in accordance with the Bylaws. Any such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or for such organization or organizations, as said court shall determine, which are organized and operated exclusively for that purpose.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation, this 13th day of June, 2001.


I hereby accept agent- Lee Hoffman, Incorporator /Registered agent