

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

The Friends of Henry B. Plant Park, Inc.

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**ARTICLES OF INCORPORATION  
OF  
THE FRIENDS OF HENRY B. PLANT PARK, INC.**

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby adopts the following Articles of Incorporation for the purpose of forming a not-for-profit corporation under Chapters 617, Florida Statutes.

**ARTICLE ONE**

**NAME**

The name of the Corporation is The Friends of Henry B. Plant Park, Inc.

**ARTICLE TWO**

**ADDRESS OF PRINCIPAL OFFICE**

The initial street address of the Corporation's principal offices is 401 West Kennedy Boulevard. Tampa, Florida 33606. The initial mailing address of the Corporation's principal office is Post Office Box 14307, Tampa, Florida 33690.

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**ARTICLE THREE**

**DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE FOUR**

**PURPOSE**

The principal objectives and purposes for which this Corporation is organized are as follows:

- (a) To (i) assist with the restoration, preservation and maintenance of the Henry B. Plant Park, Tampa, Florida, as a botanical garden open to the general public, (ii) research and publicize the Victorian history of the Henry B. Plant Park and (iii) educate the public and cultivate community interest in and support for the foregoing activities.
- (b) To solicit, request, ask for, raise, collect and accept contributions, donations, funds, allocations, appropriations, and gifts of money and property of every kind for the purpose of funding the activities described in (a) above.
- (c) For charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (or

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the corresponding provisions of any future United States Internal Revenue Code).

Notwithstanding any other provision contained herein to the contrary, the Corporation shall not carry on any 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, as amended (or the corresponding provision of any future United States Internal Revenue Code).

#### **ARTICLE FIVE**

#### **BOARD OF DIRECTORS AND OFFICERS**

Section 1. The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than three (3) Directors but may be any number in excess thereof. Directors shall be elected or removed in the manner provided in the Bylaws.

Section 2. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, an Assistant Treasurer and such other officers as the Board of Directors may authorize in the By-Laws. Officers shall be elected and shall hold office in the manner provided in the Bylaws of the Corporation.

#### **ARTICLE SIX**

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**MEMBERSHIP**

Membership in the Corporation shall be open to individuals and corporations as provided in the Corporation's Bylaws.

**ARTICLE SEVEN**

**INCORPORATOR**

The name and street address of the incorporator is Sonya Endicott, 2915 Sunset Way, St. Pete Beach, Florida 33706.

**ARTICLE EIGHT**

**LIABILITY**

None of the directors or officers of the Corporation shall be personally liable for its debts, liabilities or obligations.

**ARTICLE NINE**

**BYLAWS**

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation by majority vote of the Board of Directors.

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**ARTICLE TEN**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 902 South Dakota, Apt. 4A, Tampa, Florida 33606 and the name of the initial registered agent of the Corporation at that address is Kay R. Dyal.

**ARTICLE ELEVEN**

**AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation of the Corporation shall be amended or additional provisions added or adopted by a majority vote of the Board of Directors provided that notice thereof, which shall include the text of the Articles of Incorporation change, has been furnished in writing to each Director of the Corporation at least ten (10) days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the provisions of Chapter 617, Florida Statutes, relating to amendments to articles of incorporation of corporations not-for-profit.

**ARTICLE TWELVE**

**DISSOLUTION OF THE CORPORATION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer all of

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the assets of the Corporation to the University of Tampa to be utilized by such entity exclusively to restore, preserve and maintain Henry B. Plant Park, provided that if the University of Tampa is not then in existence or is not then qualified as an organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code"), the Board of directors shall 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, educational, religious, or specific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of general 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 said Court shall determine, which are organized and operated exclusive for such purposes.

### ARTICLE THIRTEEN

#### NO STOCK TO BE ISSUED

The Corporation is organized on a non-stock basis. the Corporation shall not issue any stock.

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**ARTICLE FOURTEEN****NO PRIVATE INUREMENT**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or their 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 Four hereof. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidates for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code) of (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code).



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**ARTICLE FIFTEEN**

(a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Code).

(b) The Corporation will not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code).

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United states Internal Revenue Code).

(d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Code).

(e) The Corporation will not make any taxable expenditure as defined in Section 4945(b) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code).

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IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has  
executed these Articles of Incorporation this 13<sup>th</sup> day of November, 2001.



Name: Sonya Endicott  
Title: Incorporator

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**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 617.0501 and 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is:

THE FRIENDS OF HENRY B. PLANT PARK, INC.

- 2. The name and address of the registered agent and office is:

Kay R. Dyal  
902 South Dakota, Apt 4A  
Tampa, Florida 33606

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TALLAHASSEE, FLORIDA

*Sonya Endicott*

Name: Sonya Endicott  
Title: Incorporator  
Date: November 13, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION 617.0503, FLORIDA STATUTES, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

*Kay R. Dyal*

Name: Kay R. Dyal  
Title: Registered Agent  
Date: November 13, 2001