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LAW OFFICES OF ROBERT W. ROSS, JR.

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FILED
02 JAN 30 AM 9:05
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

January 29, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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SUBJECT: **Public Response Opposed to Eradicating Citrus Trees, Inc.**
(Proposed Corporate Name)

Dear Sir/Madam:

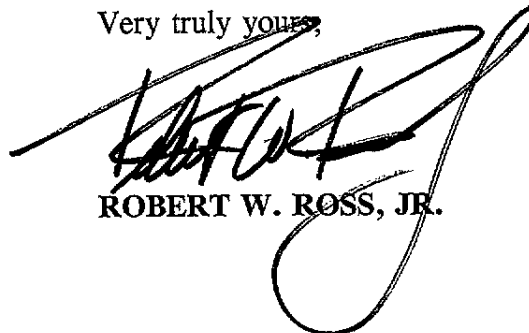
Enclosed is an original and one (1) copy of: (a) the Articles of Incorporation for this *not-for-profit* corporation, and (b) the Certification of Designation of Registered Agent and Registered Office.

Also enclosed is a check in the amount of **\$87.50**, in satisfaction of the **Filing Fees**, for a **Certified Copy** of the filed documents, and for a **Certificate of Status**.

FROM: Robert W. Ross, Jr., Esq.
P.O. Box 1737
Boca Raton, FL 33429-1737
Phone: 561.241.2790

Please return the certified copy of the Articles of Incorporation and other documents to this office. Thank you for your kind attention to this matter.

Very truly yours,



ROBERT W. ROSS, JR.

RWR/bhs
Encls.

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ARTICLES OF INCORPORATION

FOR

Public Response Opposed To Eradicating Citrus Trees, Inc.

The undersigned, acting as the incorporator of a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The Name of this Corporation shall be:

Public Response Opposed To Eradicating Citrus Trees, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The Principal Place of Business and Mailing Address for this Corporation shall be:

P.R.O.T.E.C.T., Inc.
c/o Jack Haire
2121 SW 27th Terrace
Ft. Lauderdale, FL 33312

ARTICLE III - PURPOSES

The Purposes for which this Corporation is now organized are as follows:

- (a) to protect all citizens and other residents of Florida from the destruction of citrus trees and other property under the Citrus Canker Eradication Program (hereinafter "C.C.E.P.");

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(b) to prohibit, through all legal measures, the State of Florida and/or the U.S. Department of Agriculture, or their agents, in the continuation of the violation of basic constitutional and legal rights, including warrantless searches, the uncompensated seizure and destruction of private property, and the erosion of additional private property interests rightfully belonging to the people of Florida;

(c) to provide fair and adequate compensation to those individuals who have lost or who will lose citrus trees due to the C.C.E.P.;

(d) to prevent further mismanagement and the waste of taxpayers' money through the further implementation of the C.C.E.P. or any similar program(s);

(e) to promote general awareness about citrus canker, and about government misinformation regarding it, by serving as a clearinghouse of information where people can share and exchange their knowledge of citrus canker and the C.C.E.P.;

(f) to protest against the mismanagement, governmental abuse, and obtrusive behavior of personnel associated with the C.C.E.P.;

(g) to propose meaningful solutions and legislative reform to correct the abuses which surround the C.C.E.P.;

(h) to organize public participation in forums, in order to rally support for the goals and objectives of *P.R.O.T.E.C.T.*;

(i) to participate in litigation as a party if necessary, and to support litigation initiated by others, with the goal to end the further the further destruction of property, and to obtain fair and adequate compensation to those who have lost citrus trees and/or who have suffered other damages under the C.C.E.P.;

(j) to provide scientific research, information, data, *et cetera*, that challenges the basis for a "state of emergency" in Florida due to citrus canker, so that the State of Florida will stop wasting taxpayers' money, and will cease the unwarranted destruction of property, under the C.C.E.P.;

(k) to conduct all such related business as permitted by law.

ARTICLE IV - MANNER OF SELECTION OF DIRECTORS

The initial Directors, as designated herein, shall commence service for a minimum term of one (1) year upon the filing of these Articles. The method of electing subsequent Directors, including the replacement of Directors who resign, those who are removed from the Board, or those whose terms have expired and who do not seek re-election, shall be specified in the Bylaws. The Board of Directors shall appoint or elect all successor directors.

ARTICLE V - LIMITATION OF CORPORATE POWERS

The corporate powers of this Corporation are as provided in section 617.0302 of the Florida Statutes, and shall not be further limited.

ARTICLE VI - INITIAL REGISTERED AGENT & STREET ADDRESS

Ruth Silverman
905 N.W. 22nd Avenue
Delray Beach, FL 33445

ARTICLE VII - INITIAL BOARD OF DIRECTORS

Alexander Christopher
622 Davis Road
Delray Beach, FL 33445

Ruth Silverman
905 N.W. 22nd Avenue
Delray Beach, FL 33445

Marcel Castin
2155 Dorson Way
Delray Beach, FL 33445

ARTICLE VIII - VOTING RIGHTS

Only Directors shall have the right to vote on corporate matters. There shall be no class of "members" with voting rights as to corporate matters.

ARTICLE IX - BYLAWS

The Board of Directors shall adopt the initial Bylaws within sixty (60) days from the date of incorporation. The power to alter, amend or repeal Bylaws shall remain solely with the board.

ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended only by the affirmative vote of seventy-five percent (75%) of the entire board of directors, at a meeting of the board at which advance notice of the proposed amendment has been given.

ARTICLE XI - NOTICE

Notice of meetings of the Board of Directors may be provided by either written notice or by oral notice. Notice may be provided in person, by telephone, by U.S. mail or any courier service, by electronic transmission (including computerized "electronic mail"), or by facsimile transmission. Regularly scheduled meetings may be held without additional notice; "special" meetings may be held with at least one (1) day notice.

ARTICLE XII - MEETINGS

Regular or Special Meetings may be called by the Chairperson, by the Chair *pro tempore*, or if the power is specifically delegated, by the President. A majority of directors present may adjourn any meeting, whether or not a quorum is present. A quorum for a meeting of the Board of Directors shall consist of no less than fifty per cent (50%) of the directors.

ARTICLE XIII - DIRECTORS

The initial Board of Directors shall consist of three (3) natural persons. The board may be expanded in number upon the affirmative vote of two-thirds (2/3) of the board of directors. The manner of succession in board positions shall be set forth in the Bylaws, and nothing shall preclude the board from prescribing staggered terms so that the initial term of some members may be extended in length. Pursuant to statute, a director of this not-for-profit corporation shall not be held liable for any act or omission if the duties of the director are performed: (a) in good faith; (b) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and (c) in a manner the director reasonably believes to be in the best interest of the corporation. *Fla. Stat. 617.0830(1)*.

ARTICLE XIV - OFFICERS

(a) Positions: The Officers shall consist of a President, Vice-President, Treasurer, and Secretary, and such other designated positions as the Board may choose to create *in futuro*. The Officers may be, but are not required to be, members of the board of directors.

(b) Appointment/Removal: The initial group of Officers shall be appointed by the board of directors for a term prescribed in the Bylaws. Subsequent appointments shall be made by the board of directors; The Officers serve at the pleasure of the board of directors, so that the board shall be empowered to remove any officer at any time, with or without cause.

(c) Duties: Each Officer shall have the authority to perform the duties set forth in the Bylaws, or such additional duties as are prescribed by the board of directors. No officer shall have the authority to bind the corporation in dealings with third parties unless expressly authorized to do so: (a) by the Bylaws; (b) by the board of directors; or (c) in emergency situations, as defined in the Bylaws, by the chairperson of the board of directors.

ARTICLE XV - MEMBERSHIP

Membership classes, if any, shall be set forth in the Bylaws. Membership shall confer no rights other than those rights, if any, specifically delineated in the bylaws.

ARTICLE XVI - INCORPORATOR

The Name and Street Address of the Incorporator for these Articles is:

Ruth Silverman
905 N.W. 22nd Avenue
Delray Beach, FL 33445

The undersigned Incorporator has executed these Articles of Incorporation upon this 28th day of January, 2002.

Signature of the Incorporator:

A handwritten signature in cursive script, reading "Ruth Silverman", is written over a horizontal line.

Ruth Silverman

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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:

Public Response Opposed to Eradicating Citrus Trees, Inc.

2. The name and address of the Registered Agent and Registered Office is:

Ruth Silverman
905 N.W. 22nd Avenue
Delray Beach, FL 33445

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:


Ruth Silverman

DATE:

January 28, 2002