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To:

Division of Corporations
Fax Number : (850) 205-0361

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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Fax Number : (305) 633-9696

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NON
FLORIDA PROFIT CORPORATION OR P.A.

FLORIDA KEYS BOTANICAL GARDENS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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ARTICLES OF INCORPORATION

OF

FLORIDA KEYS BOTANICAL GARDENS, INC.

a Florida Not For Profit Corporation

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the Corporation shall be:

FLORIDA KEYS BOTANICAL GARDENS, INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: 18455 SW 264 Street, Homestead, Florida 33031.

ARTICLE III.

PURPOSES

The purposes of this Corporation are as follows:

- a. The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under Section 501(c)(3) of the Internal Revenue Code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be

THIS INSTRUMENT PREPARED BY:
JOHN P. MAAS, ESQUIRE
44 NE 16 Street
Homestead, FL 33030
FLORIDA BAR NO: 435910

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carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- c. Upon the dissolution of the organization, 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.

No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation of Organization, shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of section 501(c)(3) purposes.

ARTICLE IV.

MANNER OF ELECTION OF DIRECTORS

The authorized number, qualification, and manner of election and appointment of members of the Board of Directors to this Corporation, shall be as set forth in the By-Laws of this Corporation.

ARTICLE V.

INITIAL BOARD OF DIRECTORS

JOHN C. DeMOTT
18455 SW 264 Street
Homestead, Florida 33031

CAROLYN G. DeMOTT
18455 SW 264 Street
Homestead, Florida 33031

PAUL CRAFT
18455 SW 264 Street
Homestead, Florida 33031

ARTICLE VI.

INITIAL REGISTERED AGENT AND STREET ADDRESS

1. The address of this Corporation's initial registered office in the State of Florida is 44 NE 16 Street, Homestead, Florida 33030.

2. The name of this Corporation's initial registered agent at the above address is JOHN P. MAAS, ESQUIRE.

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

JOHN C. DeMOTT
18455 SW 264 Street
Homestead, Florida 33031

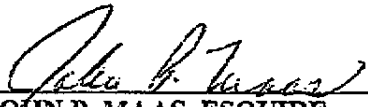
DATED: April 30th, 2002



JOHN C. DeMOTT

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.

DATED: April 30th, 2002



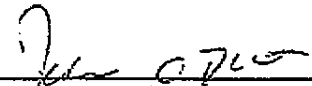
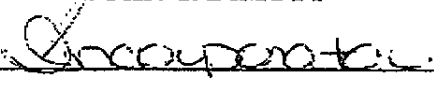
JOHN P. MAAS, ESQUIRE

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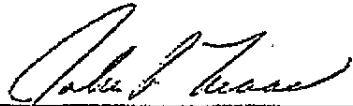
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES. THE FOLLOWING IS SUBMITTED:

FIRST. THAT FLORIDA KEYS BOTANICAL GARDENS, INC., IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT HOMESTEAD, STATE OF FLORIDA, HAS NAMED JOHN P. MAAS, AT 44 NE 16 STREET, HOMESTEAD, FLORIDA 33030, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: 
JOHN C. DeMOTT
Title: 
Date: 11/30/02

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate. I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: 
JOHN P. MAAS
Date: 11/30/02

2002/CORP/FLORIDA KEYS BOTANICAL ARTICLES OF INCORPORATION 04-16-02

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