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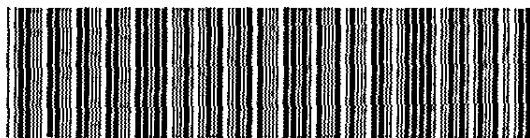
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04 APR -7 PM 3:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend + n/c

T BROWN APR - 8 2004

# **PASTRAN, P.A., CPA'S**

A PROFESSIONAL ASSOCIATION OF CERTIFIED PUBLIC ACCOUNTANTS

March 23, 2004

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

Re: Florida Keys Botanical Center, Inc.

To Whom It May Concern:

Please find enclosed an original executed amendment on the above referenced company along with our check in the amount of \$35.00 for the filing fees. Our client does not believe this amendment was filed with the Division of Corporations when it was signed in 2002. If it was not filed, please process this as soon as possible.

If you have any questions, please call me. Thank you for your assistance with this matter.

Sincerely,



Raul E. Pastran, CPA  
Pastran, PA, CPA's

Encls:  
REP:mf



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 31, 2004

RAUL E. PASTRAN, CPA  
PASTRAN, P.A., CPA'S  
333 N.E. 8TH STREET  
HOMESTEAD, FL 33030

SUBJECT: FLORIDA KEYS BOTANICAL GARDENS, INC.  
Ref. Number: N02000003270

We have received your document for FLORIDA KEYS BOTANICAL GARDENS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown  
Document Specialist

Letter Number: 404A00021185

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION OF  
FLORIDA KEYS BOTANICAL GARDENS,  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

**FILED**  
04 APR -7 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, *Florida Statutes*, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

**FIRST:** Amendments adopted: Articles I – XIII are hereby amended and/or added.

**ARTICLE I. NAME**

The name of the Corporation is FLORIDA KEYS <sup>BOTANICAL</sup> ~~BOTANICAL~~ CENTER, INC.

**ARTICLE II. PURPOSES**

Section 1: The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, ("Code") (or the corresponding provision of any future United States Internal Revenue Law).

Section 2: Without in any way limiting the foregoing general purposes, the specific purposes of the Corporation are to:

- (a) Foster and support natural resource conservation and agricultural-based rural activities of South Florida, particularly within the Florida counties of Miami-Dade, Monroe, Broward and Palm Beach;

- (b) To advance the Florida Keys Botanical Center's objectives, including sponsorship of specific projects and programs, as recommended by the Board of Directors. The corporation shall not involve itself with any political activities such as lobbying, solicitation of funds for political contributions or any other such related activity, which the Internal Revenue Code and its regulations prohibit relative to qualified organizations under **Section 501(c)(3)** of the Internal Revenue Code of 1986.
- (c) To do such activities that the Board of Directors and its Bylaws so prescribe.
- (d) To develop or participate in programs designed to enhance and support educational opportunities for horticulturalists, plant biologists and other students at botanical facilities, and related organizations throughout the area served by the center;
- (d) Promote a community base for plant biologist training programs in native plant species, tropical botany and plant science research;
- (e) Provide continuing botanical education (including enhanced library and learning resources and education) to all residents and other botanical gardens within the area served by the center;

(f) When possible, to accomplish each of the foregoing through arrangements with the Montgomery Foundation, Fairchild Tropical Garden and other like organizations.

### ARTICLE III. POWERS

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida.

### ARTICLE IV. LIMITATIONS ON ACTIVITIES

Section 1: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, Trustee or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no member, Trustee or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not for profit corporation described in section 501(c)(3) and Section 170(c)(2) of the Code and specified in Section 3 below. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Section 2: Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3: Upon the dissolution of the Corporation, the Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets in the discretion of the Directors to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3), Section 170(c)(2) and Section 509(a)(1) or (2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue code by reason of such organization or organizations providing health related services, or to the federal, state or local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

#### ARTICLE V. INCORPORATOR

The name and address of the incorporator of this corporation is:

John C. Demott  
18455 S.W. 264<sup>th</sup> Street  
Homestead, Florida 33031

#### ARTICLE VI. TERM OF EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE VII. MEMBERSHIP

This corporation shall have no members. Its affairs shall be governed by a Board of Directors, consisting of such number as shall from time to time be specified by the Bylaws, and be elected by the Board of Directors of the Florida Keys Botanical Center. Provisions for length of term and other matters relative to Directors shall be set forth in the Bylaws, but it is intended that the Board shall be so composed as to encourage and represent broad support.

#### ARTICLE VIII. BOARD OF DIRECTORS

Section 1: The business and affairs of the Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2: The names and addresses of the persons who are to serve as the ~~initial~~ Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
John C. Demott	18455 S.W. 264 <sup>th</sup> Street, Homestead, Florida 33031
John Harris	
Paul Craft	
William K. Crispin	93351 Overseas Highway, #3, Tavernier, FL 33070

#### ARTICLE IX. OFFICERS

Section 1: The officers of the Corporation shall include a President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant



officers and agents, including without limitation, one or more Senior, Assistant or other Vice-Presidents, an Assistant Secretary and an Assistant Treasurer.

Section 2: The officers shall be elected, removed and hold office as provided in the Bylaws.

Section 3: The officers shall have such powers and responsibilities as provided by the Bylaws.

#### ARTICLE X. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1: The Corporation shall indemnify against liability to the fullest extent authorized or permitted by the provisions at 607.014 (other than 607.014(7)) Fla. Stat. And 617.028 Fla. Stat., as amended, (or any amendment or successor provision thereof or any other statutory provision authorizing or permitting such indemnification which is adopted after the date this Article X is adopted) any person, and his heirs, executors, administrators and legal representatives, who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise at the request of the Corporation. Officers and directors who are so entitled to be indemnified shall be paid their expenses in advance of a final disposition of the proceeding to the maximum extent authorized or permitted by the provisions of 607.014(6) Fla. Stat. Or any amended or successor section.

Section 2: Article X, Section 1 of these Articles shall not be construed to mean that indemnification by the Corporation pursuant to 607.014(7) Fla. Stat. Is not permitted. The Corporation may indemnify any person pursuant to Section 607.014(7)

Fla. Stat., or any amended successor section, to the extent and in the manner desired by the Corporation and permitted by law.

Section 3: Terms used in this Article shall have the meanings ascribed to them in 607.014(11) Fla. Stat., or any amended or successor section.

#### ARTICLE XI. REGISTERED OFFICE AND AGENT

Section 1: The street address of the registered office of this Corporation is

18455 S.W. 264<sup>th</sup> Street  
Homestead, FL 33031

Section 2: The name of the registered agent of this Corporation located at the address of the registered office is: John C. Demott

#### ARTICLE XII. BYLAWS

The power to adopt, alter, amend and repeal Bylaws for the Corporation shall be vested only in the Directors, as more specifically provided in the Bylaws.

#### ARTICLE XIII. AMENDMENTS

The power to alter, amend or repeal these Articles of Incorporation shall be vested only in the Directors, as more specifically provided in the Bylaws of the Corporation.

**SECOND:** The date of adoption of the amendment(s) was: October 28, 2002.

**THIRD:** Adoption of Amendments:

There are no members or members entitle to vote on the amendment. The amendments were adopted by the board of Directors.

John C. Demott  
Chairman

John C. Demott  
Typed or Printed Name

President      10-28-02  
Title              Date

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

John C. Demott  
Registered Agent