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FLORIDA NON-PROFIT CORPORATION

united landscapers association, inc.

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FLORIDA DEPARTMENT OF STATE
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Secretary of State

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TALLAHASSEE FLORIDA

October 28, 2002

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SUBJECT: UNITED LANDSCAPERS ASSOCIATION, INC.
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ARTICLES OF INCORPORATION OF
FLORIDA NON-PROFIT CORPORATION

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TALLAHASSEE FLORIDA

Articles of incorporation of: **UNITED LANDSCAPERS ASSOCIATION, INC.** The undersigned who is a citizen of the United States, desiring to form a Non-Profit Corporation under Chapter §617, Florida Statutes, the Non-Profit Corporation law of the State of Florida, do hereby certify:

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: **UNITED LANDSCAPERS ASSOCIATION, INC.**

The corporation's principal office address is 8511 SW 27 Terrace
Miami, Florida 33155

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for trade association purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III

EFFECTIVE DATE AND DURATION

This corporation shall have perpetual existence beginning on:

Date of incorporation.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSE

The specific and primary purposes for which the corporation is formed are:

Exclusively for purposes more specifically as follows: As a trade association to promote the common business interests of persons and entities engaged in the landscaping and landscaping related trade.

JORGE E. BLANCO, P.A.
1401 Ponce De Leon Blvd., #202
Coral Gables, Florida 33134
Telephone No.: (305) 444-8044
Florida Bar No.: 197807

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a) To promote, encourage, develop, and foster, improved business conditions of persons and entities engaged in the landscaping services trade.

b) Promote higher business standards and better business practices and methods, and encourage uniform guidelines for the landscaping industry.

c) To establish and maintain the integrity of the local commerce market in landscaping.

d) To encourage the use of services of the landscaping industry and to perform registration, referral, and clearinghouse services for association members.

e) To develop, and encourage participation in education programs in an effort to educate the membership about the advancement in landscaping systems, and maintenance.

f) To provide licensed landscaper/members with the necessary educational, trade, and technical training, and support programs to create the opportunity of obtaining employment or establishment of business ventures in the landscaping profession.

g) To offer and make available support services such as accounting, legal, financial planning, and marketing services, to association members.

h) To encourage the uniform purchase and use of goods, material and services in the landscaping local market in order to facilitate, obtain and derive discounts, concessions, favorable terms, and group benefits for association members.

i) To do anything necessary and proper for the accomplishment of the purposes for which the corporation is created.

This corporation shall be organized and operated exclusively for the above stated purposes, and for other non-profit purposes and no part of any net earning shall inure to the benefit of any private member.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

■) **BOARD OF DIRECTORS-** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of the Directors of the corporation shall be no more than thirteen (13), provided, however, that such number may be changed by a bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

The Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of

one (1) year until the annual meeting of member following the election of Directors and until the qualification of the successors in office. Annual meeting shall be held at 8511 S.W. 27th Terrace, Miami, Florida 33155, on the first Monday of November of each year, at 6:00 P.M., or at such place and time as the Board of Directors may designate from time to time by resolution.

The names and addresses of such initial members of the Board of Directors are as follows:

LUIS PEREZ- 8511 S.W. 27th Terr., Miami, Florida 33155

ANTHONY VALDES 4915 S.W. 102 Place, Miami, Florida 33165

MIGUEL SALAS 1080 N.W. 128 Ct., Miami, Florida 33182

PEDRO BERMUDEZ 9325 S.W. 43rd Terrace, Miami, Florida 33165

EDGAR QUESADA 15391 S.W. 143 Ave., Miami, Florida 33177

b) **CORPORATE OFFICERS.** The Board of Directors shall elect the following officers: President, Vice-President, Secretary, and Treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect. Initially such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

LUIS PEREZ - President

ANTHONY VALDES - Vice President/Secretary

MIGUEL SALAS - Treasurer

PEDRO BERMUDEZ - Vice President

EDGAR QUESADA - Vice President

ARTICLE VI

EARNING & ACTIVITIES OF CORPORATION

a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable 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 distribution in furtherance of the purposes set forth in Article IV hereof.

b) 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 candidate for public office; however, it shall be specifically authorized to work for the enactment of laws to advance the common business interests of the organization's members, or when the legislation or proposed legislation is of direct interest to, and it will, or may reasonably be expected to, affect the members' trade or business.

c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code (or the corresponding provision of any future Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII DISTRIBUTION OF ASSETS

Upon 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, 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 devoted to the advancement and improvement of the landscaping trade as shall at the time qualify as an exempt organization or organizations under section 501(c)(6) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent 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 such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII MEMBERSHIP

(a) The corporation shall have one class of members and no more than one membership may be held by one person or entity, the rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(a) A prospective member shall be eligible for membership upon presentation of an approved application by membership committee for approval and acceptance by the Board of Directors.

ARTICLE IX SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

LUIS PEREZ 8511 S.W. 27th Terr., Miami, Florida 33155
ANTHONY VALDES 4915 S.W. 102 Place, Miami, Florida 33165
MIGUEL SALAS 1080 N.W. 128 Ct., Miami, Florida 33182
PEDRO BERMUDEZ 9325 S.W. 43rd Terrace, Miami, Florida 33165
EDGAR QUESADA 15391 S.W. 143 Ave., Miami, Florida 33177

ARTICLE X AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporation Not for Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by the following procedure set forth therefor in the Bylaws.

ARTICLE XI DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to the pursuance of the purposes outlined in paragraph IV and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereon, or to the benefit of any private individual.

ARTICLE XII REGISTERED AGENT AND REGISTERED OFFICE

The address of the corporation's registered office shall be 8511 S.W. 27th Terr., Miami, Florida 33155 and the name of its registered agent at said address is: LUIS PEREZ.

ARTICLE XIII
AMENDMENT OF ARTICLES

Amendments to these Article of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in manner set forth in the Bylaws of this Corporation.

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Article of Incorporation this 25 day of October, 2002.



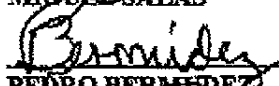
LUIS PEREZ



ANTHONY VALDES



MIGUEL SALAS



PEDRO BERMUDEZ



EDGAR QUESADA

STATE OF FLORIDA

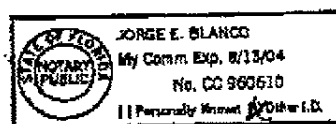
COUNTY OF MIAMI-DADE

Before me, the undersigned authority, personally appeared **LUIS PEREZ, ANTHONY VALDES, MIGUEL SALAS, PEDRO BERMUDEZ, and EDGAR QUESADA**, to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument, and are personally known to me or who provided their Florida Drivers Licenses as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25 day of October, 2002.


NOTARY PUBLIC, State of Florida at Large

My commission number:
My commission expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said
Act:

That **UNITED LANDSCAPERS ASSOCIATION, INC.**, a Non-Profit Corporation, desiring
to organize under the laws of the State of Florida, and with its principal office, as indicated in the Articles of
Incorporation at the City of Miami, County of Miami-Dade, State of Florida, has named **LUIS PEREZ**, 8511
S.W. 27th Terr., Miami, Florida 33155, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at place designated
in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act
relative to keeping open said office.

BY: 

LUIS PEREZ, Registered Agent

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