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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICE
LAWRENCE L. DAVIS, P.A.
POST OFFICE BOX 2424
FORT LAUDERDALE, FLORIDA 33303

LAWRENCE L. DAVIS, LL.M., C.P.A.
BOARD CERTIFIED TAX ATTORNEY

TELEPHONE
(954) 462-7115

April 16, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Better Understanding Through the Study of Horticulture, Inc.
A Florida Not-For-Profit Corporation

Dear Sir/Madam:

Please find enclosed the original and one photocopy of the Articles of Incorporation of the above corporation, a not-for-profit corporation pursuant to F.S. Ch. 617. Designation of the registered agent is made in the text of the Articles, and the acceptance by the named registered agent is attached to the back of the Articles. Also, please find enclosed a check in the amount of \$78.75 for the following items:

Filing Fee - Articles of Incorporation	\$ 35.00
Filing Fee - Registered Agent	35.00
Certification Fee - Articles of Incorporation	52.50
TOTAL	<u>\$ 78.75</u>

Please file the original of the Articles, certify the photocopy thereof and return the certified photocopy to me at your earliest convenience. An envelope is enclosed for your convenience.

If you have any questions, please feel free to call me.

Sincerely,



Lawrence L. Davis

Enclosures

cc: Nancy Scoble (w/o enclosures)

ARTICLES OF INCORPORATION

OF

Better Understanding Through the Study of Horticulture,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a non-profit corporation pursuant to Florida Statutes Chapter 617, the Florida Not For Profit Corporation Act, for charitable and humanitarian purposes, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation is Better Understanding Through the Study of Horticulture, Inc.

ARTICLE II

DURATION

Corporate existence shall commence on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida and the duration of the Corporation shall be perpetual.

ARTICLE III

ADDRESS

The street address of the initial principal office is:

37 B South Federal Highway
Dania Beach, FL 33004

and the mailing address of the corporation is the same.

ARTICLE IV

PURPOSE

This Corporation is organized and shall be operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as defined by section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations promulgated with respect thereto as amended from time to time, and including the making of distributions to exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE V

PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 distributions in furtherance of the purposes set forth in Article III 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 candidate for public office. 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)(3) of the Internal Revenue Code of 1986 (or

the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI

DISPOSITION UPON DISSOLUTION

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, 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 scientific 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 (or any corresponding provision 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 the Circuit Court of Broward County, Florida exclusively for such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

MEMBERSHIP

The members of this Corporation shall be open to anyone who has an active interest in the study of Botany or Horticulture and the manner of their admission shall be as regulated by the bylaws promulgated hereunder.

ARTICLE VIII

REGISTERED AGENT

The name and street address of the initial registered agent of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Nancy Scoble	37 B South Federal Highway Dania Beach, FL 33004

ARTICLE IX

DIRECTORS

The Board of Directors shall be elected as stated in the bylaws. The number of Directors may be increased or decreased from time to time as provided in the bylaws, however said number shall never be less than three. The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
David McLean	1301 S.W. 18th Avenue Ft. Lauderdale, FL 33312
Penny Sanfilippo	1301 S.W. 18th Avenue Ft. Lauderdale, FL 33312
Terry Hamilton	761 Beachwood Lane Plantation, FL 33317
Nancy Scoble	1120 S.W. 127th Terrace Davie, FL 33325
Helen Rubin	921 S.W. 18th Court Ft. Lauderdale, FL 33315
Rhoda Berman	1250 S.W. 70th Terrace Plantation, FL 33317
Richard Berman	1250 S.W. 70th Terrace Plantation, FL 33317

ARTICLE X
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is as follows:

<u>Name</u>	<u>Address</u>
Nancy Scoble	37 B South Federal Highway Dania Beach, FL 33004

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

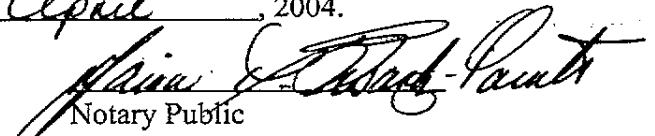
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of April, 2004.


NANCY SCOBLE

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Nancy Scoble, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7th day of April, 2004.


Notary Public
My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named the Registered Agent of Better Understanding Through the Study of Horticulture, Inc. in the foregoing Articles of Incorporation, I hereby agree to maintain an office for service of process as provided in F.S. section 607.324, and further, I am familiar with and accept the obligations provided for in F.S. section 607.325.


NANCY SCOBLE

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TALLAHASSEE, FLORIDA