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FLORIDA NON-PROFIT CORPORATION

Boca Raton Botanical Gardens Association, Inc.

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OSBORNE & OSBORNE, P.A.

002

ARTICLES OF INCORPORATION
OF

BOCA RATON BOTANICAL GARDENS ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation is: BOCA RATON BOTANICAL GARDENS ASSOCIATION, INC.

ARTICLE II

Address

The principal place of business and the mailing address of the corporation is 2925 N.W. 24th Terrace, Boca Raton, Florida 33431.

ARTICLE III

Purposes

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE IV

Membership

There will be no membership in the corporation.

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ARTICLE V

Term of Existence

The term of existence of this corporation is perpetual.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 798 South Federal Highway, Suite 100, Boca Raton, Florida 33432, and the name of the initial registered agent of this Corporation at that address is:

R. Brady Osborne, Jr.

ARTICLE VII

Incorporator

The name and address of the Incorporator is:

Ann Fairfax Wood
2925 N.W. 24th Terrace
Boca Raton, Florida 33431

ARTICLE VIII

Officers

Section 1. The officers who shall manage the corporation shall be the President, Vice President, Secretary and Treasurer.

Section 2. The officers shall be appointed for a one (1) year term by a majority vote of the Board of Directors at the annual meeting of the corporation.

Section 3. The Directors shall be elected as provided for in the By-Laws.

ARTICLE IX

Negation of Pecuniary Gain

This corporation is not organized for a pecuniary profit. It shall not have any power

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to issue certificates of stock or declare dividends. No part of its net earnings shall inure to the benefit of, or be distributed to, any member, director, officer or other private person; provided, however, that this shall not be construed to prohibit the payment by the corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the corporation in furtherance of its purposes as described in Article II.

ARTICLE X

Prohibition of Certain Activities

This corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, this corporation shall not participate or intervene in any political campaign on behalf of or opposition to any candidate for public office, including, but not limited to, publishing or distributing statements regarding such campaigns.

Notwithstanding any provision of these Articles to the contrary, this corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, or with the requirements for deductibility of contributions to the corporation under Section 170 of the Internal Revenue Code of 1986.

ARTICLE XI

Dissolution

Upon the dissolution of this corporation in accordance with Florida law, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of the remaining assets of this corporation exclusively for the purposes of this corporation and in accordance with the requirements for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of

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any future United States Internal Revenue Law. Any assets not disposed of as provided above shall be disposed of by the Circuit Court of Palm Beach County, or any other court having jurisdiction over this corporation in regard to its dissolution exclusively for the purposes of this corporation.

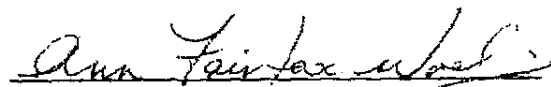
ARTICLE XII

Federal Income Tax

This corporation shall, in order to satisfy the requirements of Section 501(c)(3), comply with all of the following:

- a) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- b) The corporation will not engage in any act of the self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- c) The corporation will not retain any excess business holding as defined in section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- d) The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- e) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on the 9th day of September, 2004.


Ann Fairfax Wood, Incorporator

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**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Florida Statutes Chapter 617, the undersigned corporation organized under the not-for-profit laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

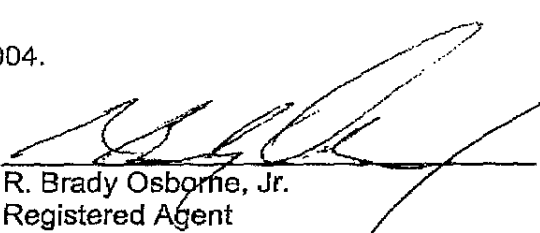
1. The name of the corporation is: BOCA RATON BOTANICAL GARDENS ASSOCIATION, INC.

2. The name and address of the registered agent and registered office are:

R. Brady Osborne, Jr.
798 South Federal Highway, Suite 100
Boca Raton, Florida 33432

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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 the 10 day of September, 2004.


R. Brady Osborne, Jr.
Registered Agent

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