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FLORIDA PROFIT/NON PROFIT CORPORATION

FLORIDA SOCIETY OF BOTANICAL ARTISTS, INC.

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**ARTICLES OF INCORPORATION
OF
FLORIDA SOCIETY OF BOTANICAL ARTISTS, INC.
(A Corporation Not for Profit)**

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt and subscribe the following Articles of Incorporation:

**I.
NAME AND PRINCIPAL ADDRESS OF CORPORATION**

The name of this corporation shall be:

FLORIDA SOCIETY OF BOTANICAL ARTISTS, INC.

The principal address and the mailing address of the corporation shall be:

2068 Sunnyside Lane
Sarasota, Florida 34239

**II.
PURPOSES**

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, cultural, and other charitable purposes, including:

A. To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes; or

B. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors without the necessity of the approval of any trustee, custodian or agent, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

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More specifically, the purposes of the corporation shall be to

1. To offer membership, networking meetings and public exhibitions, as a means to develop artistic proficiency in botanical artists and to demonstrate achievements of excellence;
2. To communicate and maintain botanical art's historical relevance.
3. To promote continued public interest in botanical art as a fine and applied art;
4. To awaken, sustain, and honor achievements in botanical art;
5. To foster and support botanical art education;
6. To bring awareness of botanical art and its creative and expanding vocations to young artists, to teens, to Advance Placement Programs, and to art teachers;
7. To provide assistance to individuals endeavoring to create botanical art;
8. To provide venues for botanical artists that help expand their understanding of the natural world through the assistance of other nature specific organizations;
9. To provide venues for botanical artists that help expand their understanding of techniques that offer methods to develop their research and application of botanical art.
10. To offer membership educational opportunities that foster ethics in the art world; avenues for excellence for reproduction, photography, framing, presentation, and promotion of their artwork.
11. To engage in any other botanical art related activity which the Board of Directors deems appropriate and which is consistent with the tax-exempt purposes described above.

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 distributions in furtherance of the purposes set forth in the purpose clause 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 provisions of this document, the corporation shall not carry on any other activities not permitted to be 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.

III. MEMBERSHIP

The qualification for members and the manner of their admission shall be as stated in the Bylaws of the corporation.

IV. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors, as determined pursuant to provisions of the Bylaws of the corporation. The method of election of the directors of the corporation shall be as stated in the Bylaws of the corporation.

V. OFFICERS

The corporation shall have officers as provided in the Bylaws of the corporation.

VI. CORPORATE EXISTENCE

The existence of this corporation shall be perpetual, unless dissolved according to law.

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**VII.
BYLAWS**

The incorporator of the corporation shall adopt Bylaws of the corporation consistent with these Articles of Incorporation. Thereafter, the Bylaws of the corporation may be altered, amended or rescinded by the directors of the corporation in the manner provided by such Bylaws of the corporation.

**VIII.
REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 200 South Orange Avenue, Sarasota, Florida 34236, and the name of the initial registered agent of this corporation at that address is Robert W. Benjamin.

**IX.
INCORPORATOR**

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

Olivia Marie Chiusano
2068 Sunnyside Lane
Sarasota, Florida 34239

**X.
COMMITTEES**

The corporation may establish such committees as provided in the Bylaws of the corporation.

**XI.
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the corporation, as provided in the Bylaws of the corporation, the assets of the corporation 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. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**XII.
AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of January 2006.


Olivia Marie Chiusano
Incorporator

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ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby consents to the appointment as Registered Agent of Florida Society of Botanical Artists, Inc., to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.



Robert W. Benjamin
Registered Agent

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