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TALLAHASSEE, FLORIDA

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JOHNSTON
& STUBBS, P.A.**
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October 25, 2006

VIA REGULAR US MAIL

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

RE: FAMU Landscape Architecture Foundation Corporation


Dear Division of Corporations:

Enclosed please find two originals of the Articles of Incorporation for the above named corporation and a check in the amount of **\$78.75** for filing the enclosed Articles. Please file the above listed item and return the certified copy to me in the enclosed stamped, self-addressed envelope I have provided for your convenience.

I thank you for your assistance and should you have any questions, please do not hesitate to call me immediately.

Very truly yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By 
Ashley L. Wright
Legal Secretary to Carlos J. Berrocal, Esq. and Scott L. McMullen, Esq.

CJB:aiw
Enclosure

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ARTICLES OF INCORPORATION
OF
FAMU Landscape Architecture Foundation Corporation

A FLORIDA NOT-FOR-PROFIT CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the Corporation is **FAMU Landscape Architecture Foundation Corporation**

ARTICLE II. DURATION

The term of existence of the corporation is perpetual, and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE III. PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and Florida, and any business permitted under the laws of the United States and Florida.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director, or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Internal Revenue Code Subsection 501(h)], or participating in, or intervening in [including the publication or distribution of statements], any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Subsection 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under Subsection 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Subsection 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(e) Any other provisions herein notwithstanding, no member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in Subsection 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Subsection 4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in Subsection 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Subsection 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV. DIRECTORS

There shall be not less than three (3) members of the Board of Directors of the Corporation and not more than ten (10). Additional Directors may be added from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

Jeremy Earle
1782 Ripley Run
Wellington, Florida 33414

Council Chairman

Leigh Grey
636 28th Avenue North
St. Petersburg, Florida 33704

Secretary

Emily O'Mahoney
1907 Commerce Lane, Suite 101
Jupiter, Florida 33458

Treasurer

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of

Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is **801 Maplewood Drive, Suite 22-A, Jupiter, Florida 33458** and the name of its initial registered agent at that address is **Carlos J. Berrocal, Esq.**. The principal place of business shall also be at that same address.

ARTICLE VI. MEMBERSHIP

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members, and shall be considered a non-membership organization.

ARTICLE VII. MEMBERSHIP CONTROL

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. As such, any applicants elected to the membership of the Corporation pursuant to the Bylaws of the Corporation shall be without right or entitlement to vote on any corporate matter, whether or not such matter requires the vote of members or shareholders under Florida Statute Chapter 607. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of members, if any, directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax-exempt purposes.

ARTICLE VIII. NONSTOCK CORPORATION

The Corporation shall be considered organized on a nonstock basis and therefore, certificates of shares of stock in the Corporation shall not be issued.

ARTICLE IX. BYLAWS

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one (51%) percent of the Board of Directors.

ARTICLE X. AMENDMENTS

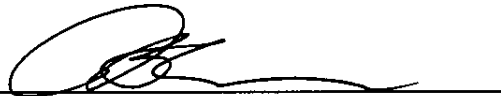
These articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one (51%) percent of its members, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

ARTICLE XI. INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

Jeremy Earle
1782 Riply Run
Wellington, Florida 33414

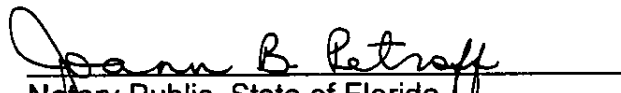
IN WITNESS WHEREOF, we have subscribed our names this 29 day of
March, 2007.



Jeremy Earle
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this 29 day of March, 2007, before me, the subscriber, personally appeared
Jeremy Earle, [] who is personally known to me or [X] who showed FL driver's license
identification, executed the foregoing Articles of Incorporation and they acknowledged
before me that the same were executed for the purpose therein expressed.



Notary Public, State of Florida

Print Name: Joann B. Petroff

My Commission Expires:

(SEAL)



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

In compliance with Section 607.0501 Florida Statutes, the following is submitted:

FAMU Landscape Architecture Foundation Corporation, a Florida Not-For-Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, has named

AGENT

Carlos J. Berrocal, Esq.

ADDRESS


801 Maplewood Drive, Suite 22-A
Jupiter, Florida 33458

as its agent to accept service of process within Florida.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

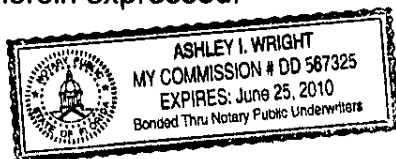
DATE: March 29, 2007



Carlos J. Berrocal, Esq.
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this 29 day March, 2007, before me, the subscriber, personally appeared Carlos J. Berrocal, [☒] who is personally known to me or [☐] who showed _____ as identification, executed the foregoing Articles of Incorporation and they acknowledged before me that the same were executed for the purpose therein expressed.

(SEAL)




Notary Public, State of Florida
Print Name: _____
My Commission expires: _____

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