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To: Division of Corporations
Fax Number : (850) 205-0381
From: *Greg C. Sanders, Counsel*
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

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FLORIDA PROFIT/NON PROFIT CORPORATION

THE BOTANICAL GARDEN OF THE PALM BEACHES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

The Botanical Garden of the Palm Beaches, Inc.

a Florida Not for Profit corporation

THE UNDERSIGNED, acting as incorporator for the purpose of forming a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation shall be: **The Botanical Garden of the Palm Beaches, Inc.**

ARTICLE II

Principal Place of Business and Mailing Address

The principal place of business and mailing address of this Corporation shall be:

441 North Lake Way
Palm Beach, Florida 33480

ARTICLE III

Purpose

The purpose for which the Corporation is organized is exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code 1986, as amended (the "Code"), or corresponding section of any future federal tax code.

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ARTICLE IV

Limitation of Corporate Powers

Notwithstanding any powers granted to the Corporation by its Articles of Incorporation, Bylaws or by the laws of the State of Florida, the following limitations of power shall apply:

1. The 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 Code.
2. No part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the Corporation, or any other private person (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of its purposes set forth in Article III of these Articles of Incorporation). 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.
3. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

Initial Board of Directors

The names and addresses of the individuals constituting the Initial Directors of the Corporation are as follows:

Robert T. Eigelberger
441 North Lake Way
Palm Beach, FL 33480

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James Burghardt
1001 South Flagler Drive, Apt. #801
West Palm Beach, FL 33401

Jonathan Cameron Hayes
223 Queens Lane
Palm Beach, FL 33480

Veronica Butler
175 Atlantic Avenue
Palm Beach, FL 33480

David Miller
408 South Country Club Drive
Atlanta, FL 33462

J. Rodman Steele, Jr.
267 Barcelona Road
West Palm Beach, FL 33401

ARTICLE VI

Manner of Election of Directors

The manner in which the Directors are elected or appointed shall be governed by the Bylaws.

ARTICLE VII

Initial Registered Agent and Street Address

Robert T. Eigelberger
441 North Lake Way
Palm Beach, FL 33480

ARTICLE VIII

Incorporator

The name and address of the Incorporator for these Articles of Incorporation are:

Robert T. Eigelberger
441 North Lake Way
Palm Beach, FL 33480

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The undersigned Incorporator has executed these Articles of Incorporation this
____ day of May, 2007.



Robert T. Engelberger

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

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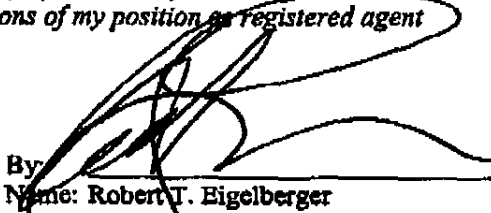
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TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501 OF THE FLORIDA STATUTES, THE CORPORATION NAMED BELOW SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA.

- (1) The name of the corporation is The Botanical Garden of the Palm Beaches, Inc.
- (2) The name and street address of the Florida registered agent and office are:

Robert T. Eigelberger
441 North Lake Way
Palm Beach, FL 33480

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the 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 as provided in Chapter 617, F. S.

By: 
Name: Robert T. Eigelberger
Title: Registered Agent
Date: May 17, 2007

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