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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**FLORIDA PROFIT/NON PROFIT CORPORATION**

FL-Leaf, Inc.

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RESUBMISSION
PLEASE HONOR ORIGINAL
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June 25, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

UCC FILING & SEARCH SERVICES

SUBJECT: FL-LEAF, INC.
REF: W07000029885

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 245-6047.

Carolyn Lewis
Document Specialist
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P.O BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION**OF****FL-LEAF, INC.****A Florida corporation not for profit**FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE 1****NAME****The name of this corporation is: FL-LEAF, INC.****ARTICLE 2****DURATION**

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

ARTICLE 3**GENERAL PURPOSES**

The purposes of FL-LEAF, INC. (the "Corporation") shall be exclusively charitable and educational in nature, to-wit:

A. To raise funds for endowed scholarships for the advancement of knowledge, education, and skill in the art and science of landscape architecture and the promotion of landscape architecture as an instrument of service in the public welfare;

B. To further promote the training and education in the field of landscape architecture by supporting the creation, development, and growth of accredited degree programs in institutions of higher learning.

C. To have and to exercise all powers necessary or incident to carrying out its corporate purposes; to exercise all of the powers permitted by law, and to possess and enjoy all rights and powers which now or at any time hereafter may be granted to or exercised by a corporation of this character.

D. 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 this article.

E. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code or the corresponding provisions of any future United States internal revenue law.

F. To have and to exercise all powers necessary or incident to carrying out its corporate purposes; to exercise all of the powers permitted by law, and to possess and enjoy all rights and powers which now or at any time hereafter may be granted to or exercised by a corporation of this character.

G. 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.

H. In any taxable year in which this Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law)(hereinafter "Internal Revenue Code"), the Corporation:

1. Shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;

2. Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

3. Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;

4. Shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code;

5. Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

I. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation, contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code.

J. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions 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, as the Board of Directors shall determine. Any of such assets not so 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.

ARTICLE 4

NO MEMBERS

The Corporation will have no members.

ARTICLE 5

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the Corporation is Kevin R. Boyett, 3527 Santiago Way, Naples, Florida 34105. The name and address of the initial registered agent of the Corporation is Janet E. Martinez, P.A., 203 East Rich Avenue, DeLand, Florida 32724.

ARTICLE 6

DIRECTORS

The number of directors constituting of the initial board of directors is four and the name and address of each person who is to serve as a member thereof are as follows:

Kevin R. Boyett 3200 Bailey Lane, Suite 200 Naples, FL 34105	Jay Hood 120 N. Orange Avenue Orlando, FL 32801
Kevin G. Mangan 3200 Bailey Lane, Suite 200 Naples, FL 34105	Paul D. Kissinger 1512 E. Broward Blvd., Suite 110 Ft. Lauderdale, FL 33301

The manner of election of directors is as stated in the by-laws. The number of directors may be changed from time to time in the by-laws.

ARTICLE 7

INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

Kevin R. Boyett
3527 Santiago Way
Naples, FL 34105

ARTICLE 8**AMENDMENTS TO ARTICLES OF INCORPORATION**

These articles may be amended from time to time as necessary, by a majority vote of the board of directors.

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these articles this 22nd day of JUNE, 2007.

Kevin R. Boyett
Kevin R. Boyett, Incorporator

STATE OF FLORIDA
COUNTY OF Collier

The foregoing instrument was acknowledged before me this 22nd day of June, 2007, by Kevin R. Boyett who is personally known to me or has produced FLDL as identification.

NOTARY PUBLIC:

Sign: Leah A. Bedi
Print: Leah A. Bedi

State of Florida at Large

(Seal)

My Commission Expires: _____

Title/Rank: _____

Commission Number: _____



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS FOR SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, FL-LEAF, INC. hereby designates Janet E. Martinez, P.A., 203 East Rich Avenue, DeLand, Florida 32724, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

FL-LEAF, INC.

By: Kevin R. Boyer
Kevin R. Boyer, Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of FL-LEAF, INC. for service of process within the State of Florida.

JANET E. MARTINEZ, P.A.

By: Janet E. Martinez
Janet E. Martinez, President

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