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Division of Corporations

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**NO7000009950**

**Florida Department of State  
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**To:**

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**Account Name : EDESEL F. MATTHEWS, JR., P.A.  
Account Number : I20020000110  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Navarre Garden Center, Inc.**

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October 10, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

EDSEL F. MATTHEWS, JR., P.A.

SUBJECT: NAVARRE GARDEN CENTER, INC.  
REF: W07000050209

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

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

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.

An effective date may be added to the Articles of Incorporation if a 2008 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H07000250814  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be Navarre Garden Center, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 1686 Winpoint Cove, Gulf Breeze, Florida 32563.

**ARTICLE III DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV PURPOSE**

Generally, this corporation is exclusively organized for the purpose of directly holding interests in real property, as defined in Section 501(c)(25)(A) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Specifically this corporation is organized for the exclusive purpose of authorizing, holding title to and collecting income from real property and remitting the entire amount of such income, less expenses, to its shareholders, all of whom must be organizations described in Section 501(c)(25)(C).

**ARTICLE V OFFICERS AND MANNER OF ELECTION**

President, Vice President(s), Secretary and Treasurer(s) shall comprise the Officers of the Navarre Garden Center, Inc. These officers shall be elected at the Annual Meeting in accordance with procedures established by the Corporation's Bylaws.

**ARTICLE VI INITIAL OFFICERS**

The Corporation's initial officers shall be the following persons:

President	Linda Henderson
Vice President	Joan Stokes
Secretary	Jolene Depew
Treasurers	Carol Conard
	Robert Loy

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### **ARTICLE VII OPERATION**

Navarre Garden Center, Inc. will conduct itself pursuant to Chapter 617, Florida Statutes (unless where permissible by Florida Statutes, appropriately approved lawful Bylaws may deviate from those instructions), as well as within the meaning of Section 501(c)(25) of the Internal Revenue Code.

### **ARTICLE VIII SPECIAL I.R.C. §501(c)(25) QUALIFYING RULES**

- (a) The organization is prohibited in having more than 35 shareholders and more than one class of stock.
- (b) The Shareholder(s) are permitted to dismiss the organization's investment adviser upon a vote of the shareholders holding a majority interest in the corporation, following reasonable notice to the investment adviser.
- (c) Shareholder(s) may terminate their interests in the corporation by either:
  - 1. Selling or exchanging their stock to any organization described in §501(c)(25)(C) provided the sale does not result in the increase in the number of shareholders above 35; or
  - 2. Having their stock redeemed by the corporation upon 90 days notice
- (d) The organization may hold reasonable cash reserves as long as such reserves are held as cash or in short-term investments with a maturity period of no more than 91 days.

### **ARTICLE IX BYLAWS**

The Bylaws of this corporation are to be made, altered or rescinded by the shareholder and/or officers of the corporation, provided that no Bylaw shall provide for any activity prohibited to a not-for-profit corporation under the laws of the State of Florida or under §501(c)(25) of the Internal Revenue Code of the United States.

### **ARTICLE X AMENDMENT**

Amendments to these Articles of Incorporation may be proposed and adopted by a majority of the shareholders, provided that no amendment shall provide for any activity prohibited to a not-for-profit corporation under the laws of the State of Florida or under §501(c)(25) of the Internal Revenue Code of the United States.

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**ARTICLE XI RESIDENT AGENT**

The name and address of the initial resident agent of this corporation is: Edsel F. Matthews, Jr., Attorney At Law, whose street address is 308 South Jefferson Street, Pensacola, Florida 32502.

**ARTICLE XII RESIDENT AGENT**

The name and address of the incorporator is: Edsel F. Matthews, Jr., Attorney At Law, whose street address is 308 South Jefferson Street, Pensacola, Florida 32502.

\*\*\*\*\*

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Signature/Registered Agent

09/26/07  
Date

  
Signature/Incorporator

09/26/07  
Date

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07 OCT 10 PM 1:40  
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