

N09000006035

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RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

09 AUG -6 AM 8:09

Amend & Rest.
C.COULLIETTE

AUG 11 2009

EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 AUG 11 AM 9:05

Sonotek Research
Requester's Name

Address

City/State/Zip

Phone #

656-5454

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Wildflower Foundation
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☐ Photocopy
☐ Mail out ☐ Will wait ☒ Certified Copy
☒ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☒ Amendment *& Restated*
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 6, 2009

SUNSTATE RESEARCH

TALLAHASSEE, FL

SUBJECT: THE WILDFLOWER FOUNDATION, INC.
Ref. Number: N09000006035

*Corrected
statement added
on page 5
Thanks*

We have received your document for THE WILDFLOWER FOUNDATION, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 009A00026907

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2009 AUG 11 AM 8:17
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE WILDFLOWER FOUNDATION, INC.

(a Florida corporation, not for profit)

THE WILDFLOWER FOUNDATION, INC., a not for profit corporation organized and existing under the laws of the State of Florida, hereby amends and restates its Articles of Incorporation in their entirety to read as follows:

ARTICLE I

Name and Location of Principal Office

The name of the corporation is **THE WILDFLOWER FOUNDATION, INC.**, a Florida corporation, not for profit. Its principal office and mailing address shall be at 601 Alhambra Avenue, Coral Gables, Florida 33146.

ARTICLE II

Term

The corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III

Incorporator

The name of the Incorporator of the corporation is Louis Nostro, and his address is 201 South Biscayne Boulevard, Suite 1600, Miami, Florida 33131.

ARTICLE IV

General Purposes

The purposes for which the corporation is organized are exclusively 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JUN 11 AM 9:05

ARTICLE V

Activities Not Permitted

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

ARTICLE VI

Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of any Member, 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 affecting one or more of its purposes), and no Member, Director or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. In the event of dissolution, the residual assets of the corporation will be turned over to (1) one or more organizations which is or are exempt as an organization or organizations described in section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code or (2) the Federal, State or local government for exclusive public purposes.

ARTICLE VII

Management of Corporate Affairs

(a) Board of Directors. The powers of the corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors. The corporation shall

have three (3) Directors initially. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The method of selection of Directors is stated on the Bylaws of this corporation. The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members at which time an election of Directors shall be held.

Directors elected at the first annual meeting shall serve for a term of one year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation or at such other place or places as the Board of Directors may designate from time to time by resolution.

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 Bylaws of the corporation authorize the Directors to so act and shall be prima facie evidence of such authority.

The names and addresses of such first Members of the Board of Directors are as follows:

NAME

ADDRESS

CHRISTINE E. STIEFEL

**601 Altara Avenue
Coral Gables, Florida 33146**

BARBARA A. STIEFEL

**700 Coral Way, Apt. 3
Coral Gables, Florida 33134**

LOUIS NOSTRO

**728 Catalonia Avenue
Coral Gables, Florida 33134**

(b) Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer and Secretary and such other Officers as the Bylaws of the corporation may authorize the Directors to elect from time to time. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE VIII

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding of whatever nature to which he or she is or shall be made a party by reason of his or her being or having been a Director or Officer of the corporation (whether or not he or she is a Director or Officer of the corporation at the time he or she is made a party to such action, suit or proceeding or at the time such cost or expense is incurred by or imposed upon him or her), except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE IX

Membership

The membership of the corporation shall consist of all persons herein named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board

of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the corporation. The Directors shall from time to time prescribe form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the Members of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE X

Bylaws

The Board of Directors of the corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the corporation.

ARTICLE XI

Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

The Amended and Restated Articles of Incorporation were adopted by a unanimous vote of the Members (Christine E. Stiefel, Barbara A. Stiefel and Louis Nostro) and by a unanimous vote of the Board of Directors (Christine E. Stiefel, Barbara A. Stiefel and Louis Nostro) on the date first listed below.

ARTICLE XII

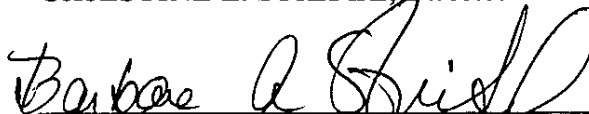
Initial Registered Office and Agent

The registered agent of the corporation is Louis Nostro, and the address of the registered agent is 201 South Biscayne Boulevard, Suite 1600, Miami, Florida 33131.

These Amended and Restated Articles of Incorporation have been duly adopted in accordance with the provisions of the Florida Business Corporation Act by the written consent of a majority of the Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated these Articles of Incorporation on this 23rd day of July, 2009.


CHRISTINE E. STIEFEL, Director


BARBARA A. STIEFEL, Director


LOUIS NOSTRO, Director