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Email Address: gale@magnoliagrex.com**FLORIDA PROFIT/NON PROFIT CORPORATION
BIG BEND CHAPTER OF THE FLORIDA NURSERY, GROWERS
AND LANDSCAPE ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION
OF
BIG BEND CHAPTER OF THE FLORIDA
NURSERY, GROWERS AND LANDSCAPE ASSOCIATION, INC.
(A Corporation Not-for-Profit)**

The undersigned natural persons of legal age, acting as incorporators for the purpose of creating a corporation not-for-profit under the laws of the State of Florida as provided in Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I
Name and Address

The name and address of this corporation shall be: **BIG BEND CHAPTER OF THE FLORIDA NURSERY, GROWERS AND LANDSCAPE ASSOCIATION, INC., 1908 Fannie Drive, Tallahassee, FL 32303.**

ARTICLE II
Duration

The corporation shall have perpetual existence.

ARTICLE III
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV
Manner of Election or Appointment

The method of appointment of directors is stated in the Bylaws.

ARTICLE V
Membership

The corporation shall have no capital stock, and shall be composed of Members rather

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Cauthen & Feldman, P.A.
Attorneys at Law
215 North Joanna Avenue
Tavares, FL 32778
(352)343-2225
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than stockholders. The membership of the corporation shall consist of the individuals and entities as stated in Article V of the Bylaws.

ARTICLE VI
Incorporator

The name and address of the original incorporator is: **Steve McElroy, 11300 Mahan Drive, Tallahassee, Florida 32308.**

ARTICLE VII
Officers

The officers of the corporation shall consist of the Immediate Past President, President, Vice President, Secretary and Treasurer and such other officers and assistant officers as the Board of Directors shall provide for in the Bylaws of the corporation. The officers shall be elected by the Members at the bi-annual meeting of the Board of Directors. The names and addresses of the first officers who shall manage the affairs of the corporation until their successors are elected or appointed and are duly qualified are:

President:	STEVE McELROY	11300 Mahan Drive Tallahassee, FL 32308
Past President:	SHEILA GMEINER	P.O. Box 997 Havana, FL 32333-0997
Vice President:	REZA KARIMPOUR	1703 Baum Road Tallahassee, FL 32311
Secretary:	GALE ALLBRITTON	P.O. Box 2694 Tallahassee, FL 32316
Treasurer:	CRAIG SEALS	925 W. Washington St. Monticello, FL 32344

ARTICLE VIII
Board of Directors

Control of the affairs of the corporation shall be vested in the Board of Directors consisting of the Immediate Past President, President, Vice President, Secretary and Treasurer. Each member of the Board of Directors must be a member of the corporation as a condition precedent to appointment to the Board. The names and addresses of the first members of the Board of Directors who shall serve until their successors are duly elected and qualified are:

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<u>Name</u>	<u>Address</u>
STEVE McELROY	11300 Mahan Drive Tallahassee, FL 32308
SHEILA GMEINER	P.O. Box 997 Havana, FL 32333-0997
REZA KARIMPOUR	1703 Baum Road Tallahassee, FL 32311
GALE ALLBRITTON	P.O. Box 2694 Tallahassee, FL 32316
CRAIG SEALS	925 W. Washington St. Monticello, FL 32347

ARTICLE IX
Informal Action

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE X
Amendment of Bylaws and Articles of Incorporation

Amendments to the Articles of Incorporation and Bylaws may be proposed at any regular board meeting, and if voted favorable by two thirds (2/3) vote of the Board of Directors, shall be brought before the membership for final action the following meeting after the vote by the Board of Directors. Changes must be approved by a two thirds (2/3) vote of those members present at the Chapter meeting.

ARTICLE XI
Registered Office and Agent

The registered office of the corporation shall be: 1908 Fannie Drive, Tallahassee, FL 32303.

The registered agent shall be: Gale Allbritton.

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The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE XII
Conflict

The corporation's Articles of Incorporation, By-laws, rules, policies or activities shall not conflict in a material manner with the Florida Nursery, Growers & Landscape Association, Inc. documents, policies and activities. In the event of written notification of a material conflict by the state organization, the corporation shall take the necessary action to modify, rescind or remove the conflict.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 22 day of April, 2011.




STEVE McELROY

ACCEPTANCE

I hereby accept appointment as Registered Agent of the **BIG BEND CHAPTER OF THE FLORIDA NURSERY, GROWERS AND LANDSCAPE ASSOCIATION, INC.**

Dated: April 22, 2011.



GALE ALLBRITTON

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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