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TALLAHASSEE, FLORIDA

Burch, MAR 29 2012

**KENNETH B. EVERS**

PROFESSIONAL ASSOCIATION  
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424 WEST MAIN STREET  
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REPLY TO: P.O. DRAWER 1308  
WAUCHULA, FLORIDA 33873-1308

March 26, 2012

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314


Re: Wauchula Garden Club, Inc.

Gentlemen:

Enclosed are original and one copy of Articles of Incorporation of Wauchula Garden Club, Inc. Please file the original and return a copy to me.

Also enclosed is check number 8629 payable to Florida Department of State in the amount of \$78.75 representing fee to file same.

Sincerely,

  
Cindy Hartley  
Legal Assistant

/chh  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**WAUCHULA GARDEN CLUB, INC.**  
**(a Florida corporation not-for-profit)**

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TALLAHASSEE, FLORIDA

**Jeanette P. Perrine**, incorporator of a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopts the following articles of incorporation.

**ARTICLE I. NAME**

The name of the corporation is **WAUCHULA GARDEN CLUB, INC.**

**ARTICLE II. PURPOSES AND POWERS**

The purposes and objects of the corporation are such as are authorized under Chapter 617 of the Florida Statutes and to further the education of the members and the public in the fields of gardening, horticulture, botany, floral design, landscape design, environmental awareness through the conservation of natural resources, civic beautification, nature studies, and to instill in our youth the love of gardening and the respect and protection of the environment. Its purposes are exclusively charitable 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.

The corporation is authorized:

(a) To own, rent, lease, operate and maintain sufficient real and personal property to include easements therein, to carry out the purposes hereinabove expressed.

(b) To receive donations, gifts, or bequests of money or other property, and to accept the same, subject to such conditions or trusts as may be attached thereto, and to perform and execute any and all such conditions or trusts.

(c) To contract debts and to borrow money, to issue, sell and pledge bonds, debentures, notes and other evidence of indebtedness.

(d) To establish rules and regulations.

(e) To sue and be sued.

(f) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes or powers set forth in this article, and to do all other things incidental thereto or connected therewith, which are not forbidden by law or these articles of incorporation.

(g) To carry out any of the purposes or powers set forth in this article in any state, territory, district, or possession of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such place.

The purposes or powers set forth in this article are not in limitation of the general powers conferred by non-profit corporation law of the State of Florida.

### **ARTICLE III. TERM OF EXISTENCE**

The corporation is to exist perpetually or until such time as the same is legally dissolved.

### **ARTICLE IV. ADDRESS**

The street address of the corporation in the State of Florida is 131 North Eighth Avenue, Wauchula, Florida 33873, and the mailing address of the corporation is 1031 Briarwood Drive, Wauchula, Florida 33873.

### **ARTICLE V. OFFICERS**

The affairs of the corporation are to be managed by a President, Vice President, Secretary and Treasurer. The names and addresses of the initial officers who are to serve until the next election of officers are:

<b>Name</b>	<b>Address</b>	<b>Office</b>
Jeanette P. Perrine	1031 Briarwood Drive Wauchula, FL 33873	President
Lydia Neff	215 Indiana Avenue Wauchula, FL 33873	Vice President
Carolyn McConnell	2916 Palm Drive Punta Gorda, FL 33950	Secretary
Carol Saunders	1150 Saunders Lane Wauchula, FL 33873	Treasurer

## **ARTICLE VI. MEMBERS**

There shall be no Board of Directors, and its business will be conducted by its members.

## **ARTICLE VII. INCORPORATOR**

The name and address of the incorporator of the corporation is as follows:

<b>Name</b>	<b>Address</b>
<b>Jeanette P. Perrine</b>	1031 Briarwood Drive Wauchula, FL 33873

## **ARTICLE VIII. LIABILITY**

Every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon her in connection with any proceeding to which she may be a party, or in which she may become involved, by reason of her being or having been an officer of the corporation, whether or not she is an officer at the time such expenses are incurred, except in such cases where the officer is adjudged guilty of willful malfeasance or misfeasance in the performance of her duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the members approve such settlement and reimbursement as being in the best interest of the corporation.

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The foregoing right of indemnification shall be in addition to and not exclusive of, all other rights to which such officer may be entitled.

#### **ARTICLE IX. AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law. Each amendment submitted to the members for approval must be approved by majority of the members entitled to vote thereon.

#### **ARTICLE X. NON-PROFIT CHARACTER**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 and set forth in this document.

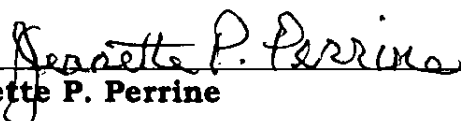
No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501

(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 XI. REGISTERED OFFICE AND AGENT**

The corporation hereby designates as its registered agent, **Jeanette P. Perrine**, whose street address is 1031 Briarwood Drive, Wauchula, Florida 33873.

**IN WITNESS WHEREOF**, the undersigned, being the incorporator of this corporation, has, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, executed these articles of incorporation on this 22nd day of March, 2012.

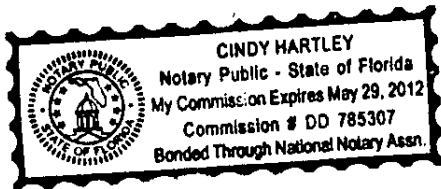
  
\_\_\_\_\_  
**Jeanette P. Perrine**



STATE OF FLORIDA :  
COUNTY OF HARDEE :

I HEREBY CERTIFY that on this day before me, personally appeared **Jeanette P. Perrine**, incorporator, of **WAUCHULA GARDEN CLUB, INC.**, who acknowledged before me the execution of the foregoing Articles of Incorporation for the uses and purposes therein set forth.

SWORN to and subscribed before me this 22 day of March, 2012.



Cindy Hartley  
NOTARY PUBLIC

I certify that I am a permanent resident of Hardee County, Florida, residing at the place indicated above. I hereby accept the foregoing designation as Registered Agent, this 22 day of March, 2012.

Jeanette P. Perrine  
**Jeanette P. Perrine**

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