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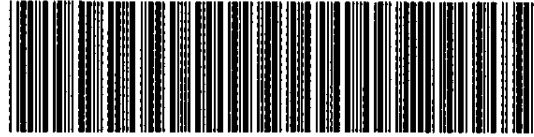
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DIVISION OF CORPORATIONS
13 DEC 26 PM 2:14

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Port St. Lucie Botanical Gardens Foundation, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Richard McAfoos
Name (Printed or typed)

2410 SE Westmoreland Blvd.
Address

Port St. Lucie, FL 34952
City, State & Zip

(772) 335 - 5586
Daytime Telephone number

casafeliz2@hotmail.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION OF
PORT ST. LUCIE BOTANICAL GARDENS FOUNDATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

Pursuant to the provisions of the Florida Not For Profit Corporations Act, Chapter 617, of the Florida Statutes (the "Act"), this Florida Not For Profit Corporation adopts the following Articles of Incorporation (the "Articles").

**ARTICLE I
NAME**

The name of the corporation is: **PORT ST. LUCIE BOTANICAL GARDENS FOUNDATION, INC.**

**ARTICLE II
DEFINITIONS**

Act – means the Florida Not For Profit Corporations Act, Chapter 617, of the Florida Statutes.

Articles – means the original articles of incorporation of this corporation and all amendments thereto.

Board of Directors – means the group of persons elected or appointed to operate and manage the affairs of this corporation.

Bylaws – means the code or codes of rules adopted for the regulation or management of the affairs of this corporation, irrespective of the name or names by which such rules are promulgated.

Foundation – means this not for profit corporation, subject to the provisions of the Act.

Friends – means Friends of the Port St. Lucie Botanical Gardens, Inc., a not for profit corporation responsible for the management and/or operation of The Gardens, including any similar, subsequent, or successor organization, whether private or public.

The Gardens – means the Port St. Lucie Botanical Gardens.

Corporation not for profit – means a corporation no part of the income or profit of which is distributable to its members, directors, or officers, and is subject to the Act.

Electronic transmission – means any form of communication, not directly involving the physical transmission or transfer of paper, which creates a record that may be retained, retrieved, and reviewed by a recipient thereof and which may be directly reproduced in a comprehensible and legible paper form by such recipient through an automated process. Examples of an electronic transmission include, but are not limited to, telegrams, facsimile transmissions of images, and text that is sent via electronic mail between computers, phones and/or similar devices.

Insolvent – means the inability of a corporation to pay its debts as they become due in the usual course of its affairs.

Mail – means the United States mail, facsimile transmissions, and private mail carriers handling nationwide mail services.

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ARTICLE III DURATION

The term of existence of Foundation is perpetual.

ARTICLE IV PLACE OF BUSINESS, ADDRESS, REGISTERED AGENT AND INCOPORATOR

A. The principal place of business and mailing address of Foundation is in the City of Port St. Lucie, St. Lucie County, Florida:

PLACE OF BUSINESS:

Port St. Lucie Botanical Gardens Foundation, Inc.
2410 SE Westmoreland Blvd.
Port St. Lucie, FL 34952

MAILING ADDRESS:

Port St. Lucie Botanical Gardens Foundation, Inc.
2410 SE Westmoreland Blvd.
Port St. Lucie, FL 34952

B. The Incorporators of this Corporation are:

Richard McAfoos
2410 SE Westmoreland Blvd.
Port St. Lucie, FL 34952

C. The corporate registered agent at the above address at this time is Susan Wynne Feldman.

ARTICLE V PURPOSE

A. The Corporation is incorporated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States or the corresponding section of any future Internal Revenue Law of the United States and shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Florida Not-For-Profit Corporation Act consistent with the foregoing. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. Additionally, Foundation is charged with, but not limited to, developing plans which articulate a comprehensive vision for the introduction of art and other enhancements throughout The Gardens and surrounding area which not only assimilates with and compliments the existing natural beauty but strengthens and reinforces the public engagement and participation in the continued development of The Gardens and surrounding area as a cultural and artistic beacon, while promoting the historical significance and environmental quality of the riverfront lands, within the City of Port St. Lucie, St. Lucie County and the Treasure Coast of Florida.

B. No part of the assets, income or net earnings of the Corporation shall inure to or be distributed for the benefit of any individual and no member, director, officer, or employee of the Corporation shall be compensated for their services nor receive any pecuniary benefits of any kind for services in effecting the corporate purposes. No substantial part of the activities of the

Corporation shall consist of promoting, opposing or otherwise attempting to influence legislation; nor shall the Corporation participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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 provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

C. Any provision of law to the contrary notwithstanding the Corporation may not merge or consolidate any corporation which is not an exempt organization as defined in Section 801(e)(3) and Section 170(b)(1)(A) other than in clauses (vii) and (viii) of the Internal Revenue Code, or their successor provisions, and which has not been in existence and so described for a continuous period of at least sixty (60) calendar months.

D. In the event the Corporation is dissolved and liquidated the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, distribute the corporate property and assets solely for the charitable, public or educational services to an organization or organizations that have previously been the recipient of a contribution(s) from the Corporation. Any of the property or assets not so distributed shall be disposed of by the court having jurisdiction of the dissolution and liquidation of a Florida not-for-profit corporation exclusively to such charitable organization or organizations as are then qualified tax-exempt organizations as defined above.

E. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

F. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) which would give rise to any liability for the tax imposed by Section 4941(a) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

G. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) which would give rise to any liability for the tax imposed by Section 4943(a) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

H. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 so as to give rise to the liability for the tax imposed by Section 4944(a) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws.

I. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) which would give rise to any liability for the tax imposed by Section 4945(a) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VI ADOPTION OF BYLAWS

The Board shall adopt Bylaws consistent with these Articles. The Bylaws of Foundation shall contain provisions for the regulation and management of the affairs of Foundation not inconsistent with federal and/or state law or these Articles. Any provision set forth in these Articles need not be set forth in the Bylaws. These Articles need not set forth any of Foundation's powers enumerated in the Act.

ARTICLE VII COMPLIANCE WITH LAWS, ARTICLES OF INCORPORATION AND BYLAWS

The Board of Directors and Officers of Foundation shall, at all times, recognize and comply with all applicable federal, state, county and local laws, codes and ordinances, and recognize and comply with Foundation's Articles and Bylaws, as the same may be, from time to time, amended.

ARTICLE VIII GENERAL POWERS

The general powers of Foundation are to collect and expend funds and function otherwise solely and exclusively for the benefit of the purposes set forth in these Articles and the Bylaws and to have all other powers conferred upon a not for profit by the laws of the State of Florida, except as prohibited herein or in the Bylaws.

ARTICLE IX MANAGEMENT OF FOUNDATION

The general management of the affairs of Foundation shall be vested in the Board of Directors, comprised of Port St. Lucie, Treasure Coast, and Florida regional professionals. The qualifications of members of the Board of Directors and the manner of their election or appointment will be prescribed in the Bylaws. The number of Directors shall never be less than three (3) or more than eleven (11); however, the number may either be increased or diminished from time to time by the Bylaws provided that at least a two-thirds (2/3rds) majority of the Board passes a Resolution in the affirmative. Foundation shall be independent and autonomous from Friends. Upon Foundation's initial meeting to appoint its Directors, at no time thereafter shall the Board consist of more than one-third (1/3rd) of the Friends' board of directors. The Foundation shall have three (3) Directors initially, who are:

Richard McAfoos, President/Director
2410 SE Westmoreland Blvd.
Port St. Lucie, FL 34952

Michelle Berger, Vice President/Director
2410 SE Westmoreland Blvd.
Port St. Lucie, FL 34952

Susan Wynne Feldman, Secretary/Treasurer/Director
2410 SE Westmoreland Blvd.
Port St. Lucie, FL 34952

ARTICLE X LIMITATION ON DISTRIBUTION OF ASSETS AND/OR EARNINGS

No part of the earnings of Foundation shall inure to the benefit of or be distributable to its members, trustees, board, officers, or other private persons, except that Foundation 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 Article V hereof. Notwithstanding any other provision of these Articles, Foundation shall not: (a) carry on any activities not permitted to be carried on 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 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; or (b) engage in any activities or exercise any powers that are not in furtherance of the purposes of Foundation except to an insubstantial degree.

Upon dissolution of Foundation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and the Act, or the corresponding section of any future federal tax code or state statute, or shall be distributed to the federal government or to a state or local government for a public purpose. Any assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the State of Florida where the principal office of Foundation is located, to an organization or organizations organized and operated exclusively for tax exempt purposes to be used exclusively for such purposes.

ARTICLE XI DISSOLUTION

Upon dissolution of Foundation, after provision for creditors and payment of all costs and expenses of such dissolution, all of its remaining assets shall be distributed as prescribed in Article X hereof and by Florida Statutes.

ARTICLE XII INDEMNIFICATION

To the full extent authorized by the laws of the State of Florida, Foundation shall indemnify any Director, Officer, Assistant Officer and/or committee member of Foundation who is a party to or is threatened to be made a party to any threatened, pending or completed actions, suits or proceedings, whether civil, administrative or investigative, by reason of the fact that she/he is or was a Director, Officer, Assistant Officer and/or committee member of Foundation.

Furthermore, Directors, Officers, Assistant Officers and/or committee members of Foundation shall not be liable to each other or Foundation for any errors or omissions, including errors of judgment, or any acts or omissions made in good faith as such while serving Foundation in any of the afore stated capacities. Foundation shall indemnify and hold harmless its Directors, Officers, Assistant Officers and/or committee members except for any action taken that is contrary to the provisions of these Articles, the Bylaws and/or federal, state, county or local law. Indemnification shall inure to the benefit of the heirs and personal representatives of such persons.

ARTICLE XIII AMENDMENT OF THE ARTICLES

These Articles may be altered, amended or repealed in the manner provided by law, except as may be provided herein. Additionally, these Articles may be altered, amended or repealed by the affirmative vote (in person) of a two-thirds ($2/3^{\text{rd}}$) majority of the Board, by votes cast at an Annual Meeting or Special Meeting of the Board called for, but not necessarily limited to, that purpose at which a quorum is present, provided written notice of the proposed change shall have been given to the Board in the notice of the meeting. This Article XIII shall not preclude the obtaining of Board approval on any matter by written consent in lieu of a vote taken at a meeting as authorized by the Act. Any Amendment(s) shall only become effective upon filing with the Florida Department of State, Division of Corporations.

ARTICLE XIV NOTICES

Notice of Meetings of Foundation shall be as provided in the Bylaws.

ARTICLE XV CONFLICT OF PROVISIONS

In the event that any portion of these Articles conflicts with any federal and/or state law, that portion shall be subordinated to the law, effect shall be given to the intent manifested by the portion held invalid or inoperative, and the remainder of these Articles shall remain valid and operative. In the event of a conflict between these Articles and Bylaws, these Articles shall govern.

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.

Susan Wayne Feldner
Required Signature of Registered Agent

12-18-13
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in § 817.155, F.S.

Richard McFarlane
Required Signature of Incorporator

12.18.13
Date

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SECRETARY OF STATE
DIVISION OF CORPORATIONS