

Aug. 1. 2016 2:02PM
8/1/2016

FERGESON SKIPPER ET
Division of Corporations

No. 1867 P. 1

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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
Garden of Eden Project, Inc.

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ARTICLES OF INCORPORATION
OF
GARDEN OF EDEN PROJECT, INC.

FILED
16 AUG -1 AM 10 00
TALLAHASSEE, FLORIDA

These articles of incorporation are signed by the undersigned incorporator for the purpose of forming a corporation not for profit under the provisions of Florida Statutes, Chapter 617, as follows:

ARTICLE I.

Name and Principal Office

The name of the Corporation is GARDEN OF EDEN PROJECT, INC. The principal street address of the corporation is 1759 Morrill Street, #2, Sarasota, Florida 34236.

ARTICLE II.

Term

The term of existence of the Corporation is perpetual.

ARTICLE III.

Purpose

The Corporation is organized exclusively for religious, charitable, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV.

Directors

- A. The initial number of directors of the Corporation shall be three.
- B. The number of directors may be either increased or diminished from time to time by the board of directors in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.
- C. Directors, as such, may receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by the directors in attending meetings of the board of directors.
- D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the board of directors are:

RYAN BLASS

c/o 1759 Morrill Street, #2
Sarasota, Florida 34236

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ERIN BOUTON c/o 1759 Morrill Street, #2
Sarasota, Florida 34236

GARY SOUDERS c/o 1759 Morrill Street, #2
Sarasota, Florida 34236

F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE V.

Members

The Members of the Corporation shall be as determined in the manner provided in the Bylaws of the Corporation.

ARTICLE VI.

Registered Office and Agent

The registered office for the Corporation shall be 1759 Morrill Street, #2, Sarasota, Florida 34236. The registered agent shall be RYAN BLASS.

ARTICLE VII.

Bylaws

The Bylaws of the Corporation are to be made, altered, or rescinded by the board of directors of the Corporation at any regular or special meeting held in accordance with the Bylaws.

ARTICLE VIII.

Powers

Except as otherwise provided in these Articles of Incorporation, the Corporation shall have and exercise all the power of not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect the purposes of the Corporation.

ARTICLE IX.

Limitation of Activities

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors or officers, but 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 set forth in Article II hereof. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles of incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a

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corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE X.

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended from time to time by a resolution adopted by the requisite affirmative vote of the board of directors of the Corporation. Such amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

ARTICLE XI.

Incorporator

The name and address of the subscriber of these Articles of Incorporation are as follows:

RICHARD R. GANS
P.O. Box 3018
Sarasota, Florida 34230

ARTICLE XII.

Private Foundation Limitations

If the Corporation is or becomes a private foundation (as defined in Section 509 of the Code), then the corporation will distribute its income for each taxable year in a way that will not subject it to tax under Section 4942 of the Code. The Corporation shall not self-deal (as defined in Section 4943(c) of the Code), shall not make investments which will subject the Corporation to tax under Section 4944 of the Code, and shall not make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE XIII.

Dissolution

A. Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the board of directors shall determine.

B. Any assets not disposed of by the board of directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

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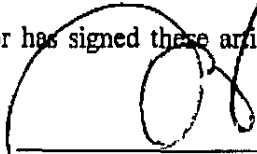
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ARTICLE XIV.

Indemnification

To the maximum extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Corporation), by reason of the fact he or she is or was a director or officer of the Corporation, against any and all expenses (including attorney's fees, court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, except for a director or officer who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall enure to the benefit of the heirs and personal representative of such person; provided, however, that if any past or present officer or director sues the Corporation, other than to enforce this indemnification, the past or present officer or director instituting such suit shall not have the right of indemnification hereunder in connection with that suit. The Corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth and, if such insurance is purchased but the proceeds thereof are not sufficient to cover the cost of indemnification, the deficiency shall be paid from corporate funds. This indemnification is an absolute right, and any such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

IN WITNESS WHEREOF, the incorporator has signed these articles of incorporation on 7/30, 2016.



RICHARD R. GANS

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on 7/30, 2016, by RICHARD R. GANS, who ☒ is personally known to me, or ☐ has produced _____ as identification.


Name: JESSICA L. GAINES
Notary Public
Commission Expiration Date _____

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Acceptance:

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as required by law. I am familiar with and accept the obligations provided for in §607.0505 of the Florida Statutes.



RYAN BLASS
Registered Agent

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