

# N17000006028

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

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**To:**

Division of Corporations  
Fax Number : (850) 617-6381

**From:**

Account Name : CAUTHEN AND FELDMAN, P.A.  
Account Number : I19980000085  
Phone : (352) 343-2225  
Fax Number : (352) 343-7759

17 JAN -6 PM 2:17  
 DIVISION OF STATE  
 CORP. SECRET. FLORIDA

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: lreindl@fngla.org

**DOMESTICATION**  
**NATIONAL Horticulture Foundation, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$120.00

*not requested*

JAN 26 2017

T. SCOTT

*This was initially faxed to you 1/6/17.  
Please use the 1/6/17 date.*



January 25, 2017

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CAUTHEN

SUBJECT: NATIONAL FOLLAGE FOUNDATION, INC.  
REF: W17000007132

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The fee to file is \$128.75 and page six needs to state articles of incorporation are executed.

If you have any further questions concerning your document, please call (850) 245-6052.

Tyrone Scott  
Regulatory Specialist II  
New Filings Section

FAX Aud. #: H17000006028  
Letter Number: 017A00001604

*Tyrone Scott - please note that we paid \$120.00.  
The additional \$8.75 was to be included  
if we requested a Certified Copy.  
Thank you for taking another  
look. - Also, Page 6 has been  
corrected - Pamela Hill*

**WILLIAM H. CAUTHEN, P.A.**

Attorneys at Law  
215 North Joanna Avenue  
Tavares, FL 32778-3200  
(352) 343-2225  
FAX (352) 343-7759

William H. Cauthen\*  
Ginny Cauthen Thompson

\* Board Certified Tax Lawyer

January 25, 2016

VIA FASCIMILE  
850-245-6804

Mr. Tyrone Scott  
Regulatory Specialist  
Florida Department of State  
Corporation Division

Re: National Horticulture Foundation, Inc.

Dear Mr. Scott:

Pursuant to your telephone conference with Pamela Hill and also by letter dated January 13, 2017 (Ref: W17000003432 – attached), you requested a revision to the Articles of Incorporation. Attached are the Not for Profit Certificate of Domestication and revised Articles of Incorporation for National Horticulture Foundation, Inc., which was previously filed by Electronic Filing Cover Sheet (H17000006028 3) on January 6, 2017 with the Florida Department of State, Division of Corporation. Please retain the January 6, 2017 filing date.

Thank you for your assistance. If you have any questions, please contact me or Pamela at extension 18.

Very truly yours,

WILLIAM H. CAUTHEN, P.A.



William H. Cauthen

WHC/pth  
Enclosures  
Joseph Cialone (w/o enc.)  
Linda Reindl (w/o enc.)

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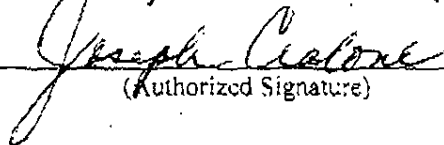
**NOT FOR PROFIT  
CERTIFICATE OF DOMESTICATION**

The undersigned, DR. JOSEPH CIALONE PRESIDENT  
(Name) (Title)  
of NATIONAL FOLIAGE FOUNDATION a foreign Corporation  
(Corporation Name)  
in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was JUNE 30 1987
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was GOVERNMENT OF THE DISTRICT OF COLUMBIA
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was NATIONAL FOLIAGE FOUNDATION
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is National Horticulture Foundation, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was The Government of the District of Columbia.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am President of National Horticulture Foundation, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 4<sup>th</sup> day of JANUARY, 2017

  
(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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STATE OF FLORIDA  
DEPARTMENT OF REVENUE

ARTICLES OF INCORPORATION  
OF  
NATIONAL HORTICULTURE FOUNDATION, INC.

ARTICLE I - NAME AND PRINCIPAL PLACE OF  
BUSINESS OF THE CORPORATION

The name of this corporation shall be the NATIONAL HORTICULTURE FOUNDATION, INC. Its principal place of business shall be 1533 Park Center Drive, Orlando, FL 32835. The Board of Directors may from time to time move the principal office of the corporation to any other address in the State of Florida.

ARTICLE II - PURPOSE

The purpose or purposes for which the corporation is formed and for which it shall be exclusively operated are limited to those specified in Section 501(c)(3) of the Internal Revenue Code. The corporation shall receive, administer and expend funds for the following educational, research, charitable or scientific purposes, or any of them:

1. To promote and further education in the growing and marketing of horticultural production and services through the preparation, acquisition, publication, or printing of pamphlets, books, or other educational materials of historical or current nature for distribution to and for use by individuals, schools and groups, and for the general public.
2. To present speakers, conduct public discussion groups, forums, panels, lectures or other similar programs including the use of television and radio, for the purpose of increasing public education and knowledge of the growing and marketing of horticultural production and services in the United States.

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3. To award Scholarships and/or grants and to give awards for the purpose of increasing public knowledge of the growing and marketing of horticultural production and services.

4. To make grants directly to organizations described in Section 170 (b)(1)(A) [other than in clause (vii)] of the Internal Revenue Code for the educational or research projects and activities of such organizations.

5. To do anything necessary and proper in the advancement of the educational, research, charitable or scientific purposes herein set forth or which shall be recognized as proper and lawful purposes of charitable foundations, all of which shall be consistent with the public interest.

No part of the net earnings of this corporation shall inure to the benefit of any director or any officer of the corporation or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in this Article II hereof. No director or officer of the corporation, or private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; further, the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. This paragraph shall not apply to making available results of nonpartisan analysis study, or research or to any amount paid or incurred in connection with an appearance before, or communication to, any legislative body with respect to

a possible decision of such body which might affect the existence of the corporation, its powers and duties, its tax exempt status, or the tax deduction of contributions.

Notwithstanding any other provision set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, 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 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws; the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws; the corporation shall not make any investments in such manner as to subject the corporation to the tax imposed by Section 4944 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE III – DESIGNATION OF NONSTOCK BASIS AND MEMBERS

The corporation shall be organized as a not-for-profit corporation pursuant to Florida Statute 617 on a nonstock basis and shall have no members.

#### ARTICLE IV – TERMS OF EXISTENCE

The corporation shall have perpetual existence.

#### ARTICLE V – NAME AND ADDRESS OF THE INCORPORATOR

The name and address each initial incorporator of this corporation is as follows:

- 1,      Robert M. Skelton                      1747 Pennsylvania Ave., N.W.  
Suite 1000  
Washington, D.C. 20006

2. Gerard P. Panaro 1747 Pennsylvania Ave., N.W.  
Suite 1000  
Washington, D.C. 20006
3. John W. Hazard, Jr. 1747 Pennsylvania Ave., N.W.  
Suite 1000  
Washington, D.C. 20006

#### ARTICLE VI – BOARD OF DIRECTORS

Section 1. The number, term of office and provisions regarding election, removal and filling of vacancies of the Board of Directors shall be set forth in the corporation's Bylaws.

Section 2. The names and addresses of the initial Board of Directors are as follows:

	Name	Address
1.	Robert R. Robertson	Florida Foliage Association 57 East Third Street Apopka, Florida 32703
2.	Joseph Cialone	Florida Foliage Association 57 East Third Street Apopka, Florida 32703
3.	Wayne I. Anderson	Florida Foliage Association 57 East Third Street Apopka, Florida 32703
4.	Donna Gaunitz	Florida Foliage Association 57 East Third Street Apopka, Florida 32703

#### ARTICLE VII – AMENDMENTS

These Articles of Incorporation may be amended at any meeting of the Board of Directors by a two-third (2/3rd) majority of voting members of the Board then in office provided notice of



the substance of the proposed amendment(s) is sent to all Board members in accordance with Article IX of the Bylaws.

#### ARTICLE VIII – GOVERNANCE

The Board of Directors shall be vested with all the powers and authority and to set policy for the corporation and its affiliates or subsidiaries, if any.

#### ARTICLE IX – RESTRICTION ON USE OF CORPORATION ASSETS AND EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 set forth in Article II hereof. 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 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 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 corresponding section of any future federal tax code.

#### ARTICLE X – DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon 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 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. In no event shall the assets of the corporation be distributed upon dissolution to the members of the corporation.

#### ARTICLE XI - ADDITIONAL PROVISIONS

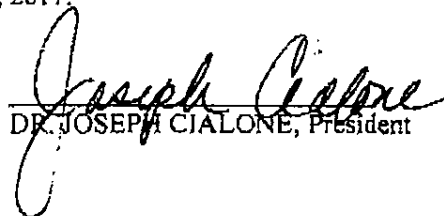
Section 1. No officer or trustee shall be personally liable for any debt or other obligation of the corporation.

Section 2. Should any provision or part of these articles or of the Bylaws or rules of the corporation be held invalid, it shall not affect the validity of the remaining provisions or parts thereof.

#### ARTICLE XII -- INITIAL REGISTERED AGENT AND STREET ADDRESS:


The name and Florida street address of the registered agent is BENJAMIN C. BOLUSKY, 1533 Park Center Drive, Orlando, Florida 32835

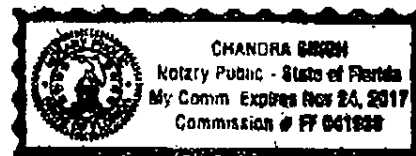
IN WITNESS WHEREOF, the Articles of Incorporation are  
executed this 23<sup>rd</sup> day of JANUARY, 2017.

  
DR. JOSEPH CIALONE, President

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of JANUARY, 2017 by Dr. Joseph Cialone, who is personally known to me or produced \_\_\_\_\_ as identification.

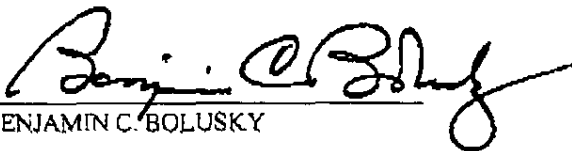
  
Print or Type Name \_\_\_\_\_  
Notary Public  
My Commission Expires:



**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for NATIONAL HORTICULTURE FOUNDATION, INC., as stated in these Articles of Incorporation.

Dated: 1/16, 2017

  
BENJAMIN C. BOLUSKY