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FLORIDA PROFIT/NON PROFIT CORPORATION

Lanakila Gardens, Inc.

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
COMMERCIAL
REGISTRATION SERVICES

**ARTICLES OF INCORPORATION
OF
LANAKILA GARDENS, INC.**

A Florida Not for Profit Corporation

The undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"), hereby executes the following Articles of Incorporation, and certifies as follows:

ARTICLE I

NAME

The name of the corporation shall be: **Lanakila Gardens, Inc.** (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be:

12408 Mandarin Road
Jacksonville, Florida 32223

ARTICLE III

PURPOSES, REQUIREMENTS AND LIMITATIONS

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for charitable, educational, and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code"). More specifically, the Corporation shall develop, maintain and exhibit one or more gardens containing fruits, vegetables, flowers and other plants that are environmentally sustainable in the northeastern portion of the State of Florida for the purpose of advancing horticultural techniques, conservation, education and enjoyment of natural spaces, as well as preserve the cultural heritage and architectural history of the area for benefit and education of the public, and shall take such other actions as shall be necessary to properly pursue such purposes.

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

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4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

5. In the event that the Corporation shall be a "private foundation" within the meaning of Section 509 of the Code: (a) the Corporation's income, and to the extent income is insufficient, principal for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code (unless the Corporation is a "private operating foundation," in which case, Section 4942 of the Code is not applicable during such tax year), and (b) the Corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV **DISSOLUTION**

Upon the dissolution of the Corporation, the Corporation will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Code 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 of the Corporation shall determine. 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 exempt purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such exempt purposes as described in Section 501(c)(3) of the Code.

ARTICLE V **ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

ARTICLE VI **MEMBERSHIP**

The Corporation shall have members as provided in the Bylaws and all matters pertaining to membership shall be governed by the Bylaws and the Act.

ARTICLE VII **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent are:

Cheryl S. Cummer
12408 Mandarin Road
Jacksonville, Florida 32223

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ARTICLE VIII INCORPORATOR

The name and address of the Incorporator are:

Cheryl S. Cummer
12408 Mandarin Road
Jacksonville, Florida 32223

IN WITNESS WHEREOF, these Articles of Incorporation are executed as of the 27th
day of April, 2022.



Cheryl S. Cummer, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 617.0202 and 617.0501, Florida Statutes, the following is submitted:

Lanakila Gardens, Inc., a Florida not for profit corporation, desiring to organize or qualify under the laws of the State of Florida, hereby designates Cheryl S. Cummer as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 12408 Mandarin Road, Jacksonville, Florida 32223.

DATED this 27th day of April, 2022.


Cheryl S. Cummer, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for Lanakila Gardens, Inc., a Florida not for profit corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Cheryl S. Cummer

DATED this 27th day of April, 2022.

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