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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Florida Nursery, Growers & Landscape Association Fou**

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**ARTICLES OF INCORPORATION  
OF  
FLORIDA NURSERY, GROWERS & LANDSCAPE ASSOCIATION  
FOUNDATION, INC.  
(A Corporation Not-for-Profit)**

Pursuant to Section 617, Florida Statutes, the FLORIDA NURSERY, GROWERS & LANDSCAPE ASSOCIATION FOUNDATION, INC., a corporation not for profit organized and is filed in the office of the Florida Department of State as follows:

**ARTICLE I  
Name and Address**

The name and address of this corporation shall be: FLORIDA NURSERY, GROWERS & LANDSCAPE ASSOCIATION FOUNDATION, INC., 1533 Park Center Dr., Orlando, FL 32835.

**ARTICLE II  
Duration**

The corporation shall have perpetual existence.

**ARTICLE III  
Purposes**

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes 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).

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**ARTICLE IV****Powers**

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

- (a) 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 set forth in Article III 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 of 1986 (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(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).
- (b) No trustee, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the residual assets of the corporation to one or more organizations which themselves qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or to a Federal, State or local government for exclusive public purpose, as the Board of Trustees shall determine.
- (c) The corporation shall not engage in any prohibited activity as defined in Florida Statute Section 617.0835, or as subsequently amended.

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**ARTICLE V**  
**Membership**

The corporation shall have no members.

**ARTICLE VI**  
**Subscribers**

The name and address of the original subscribers are: —

Eric Smith  
1533 Park Center Dr.  
Orlando, FL 32835

Phil Buck  
1533 Park Center Dr.  
Orlando, FL 32835

Phillip Hisey  
1533 Park Center  
Orlando, FL 32835

**ARTICLE VII**  
**Officers**

The officers of the corporation shall consist of a President, a Vice President and Secretary/Treasurer and such other officers and assistant officers as the Board of Trustees shall provide for in the Bylaws of the corporation. The officers shall be elected by the Board of Trustees at the annual meeting of the Board of Trustees. Vacancies shall be filled by the Board of Trustees at any regular or specially called meeting. The names and addresses of the first officers who shall manage the affairs of the corporation until their successors are elected or appointed and are duly qualified are:

President:	Eric Smith
Vice President:	Phil Buck
Secretary/Treasurer:	Phillip Hisey

**ARTICLE VIII**  
**Board of Trustees**

Control of the affairs of the corporation shall be vested in the Board of Trustees consisting

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of not less than three (3) Trustees, who shall be elected on an annual basis. The number of Trustees may be increased or decreased, by a 51% vote of the Board of Trustees, but shall never be less than three (3) Trustees. The initial Board of Trustees shall be composed of three (3) Trustees. The Board of Trustees shall be elected by the Board of Trustees at the annual meeting of the Board of Trustees. Vacancies on the Board of Trustees shall be a member or work for a firm that is a member of the Florida Nursery, Growers & Landscape Association, Inc. Any Trustees of the Board of Trustees elected by the Board of Trustees to fill a vacancy shall hold office until the next annual meeting of the Board of Trustees. Each member of the Board of Trustees shall be a member or work for a firm that is a member of the Florida Nursery, Growers & Landscape Association, Inc. as a condition precedent to election or appointment to the Board. The names and addresses of the first members of the Board of Trustees who shall serve until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Eric Smith	1533 Park Center Dr. Orlando, FL 32835
Phil Buck	1533 Park Center Dr. Orlando, FL 32835
Philip Hlsey	1533 Park Center Dr. Orlando, FL 32835

#### **ARTICLE IX** **Informal Action**

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Trustees, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Trustees.

#### **ARTICLE X** **Amendment of Bylaws and Articles of Incorporation**

The Bylaws and Articles of Incorporation may be amended or repealed by the Board of Trustees by a 51% vote at any regular or special meeting of the Board of Trustees. All proposed Amendments shall be submitted to each member of the Board of Trustees at least ten days prior to the meeting date.


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**ARTICLE XI**  
**Registered Office and Agent**

The registered office of the corporation shall be: 1533 Park Center Dr., Orlando, FL 32835.

The registered agent shall be: Andrew T. Cooley.

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

  
\_\_\_\_\_  
Florida Nursery, Growers & Landscape Association  
Foundation, Inc  
1533 Park Center Dr.  
Orlando, FL 32835

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**ACCEPTANCE**

I hereby accept appointment as Registered Agent of FLORIDA NURSERY, GROWERS & LANDSCAPE ASSOCIATION FOUNDATION, INC.

Dated: 3/20/, 2023.

  
\_\_\_\_\_  
Andrew T. Cooley, Registered Agent