

N95000000235

Foley & Lardner

(Requestor's Name)

(Address)

222-6100

(City, State, Zip)

(Phone #)

300001382088  
-01/17/95--01076--029  
\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. The Florida State Flourist Foundation, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



Walk in



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Certified Copy



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Photocopy



Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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95 JAN 17 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W95-1100  
corp RA

Examiner's Initials

1-17  
KAN

**ARTICLES OF INCORPORATION  
THE FLORIDA STATE FLORIST FOUNDATION, INC.**

**FILED**

95 JAN 17 PM 4: 26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We whose names are signed hereto, do hereby associate ourselves together forming a body corporate, not for profit, under the laws of the State of Florida, and under the following proposed charter:

**ARTICLE I  
NAME**

The name of this corporation shall be **THE FLORIDA STATE FLORIST FOUNDATION, INC.** and its principal place of business and mailing address shall be located at 329 Park Ave. South, Winter Park, Florida 32789.

**ARTICLE II  
PURPOSE**

The purposes for which this Foundation is formed are:

1. To operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code") or the corresponding provisions of any future United States Internal Revenue Law, and more specifically to foster interest in the floral industry, to address catastrophic illness, education, scientific endeavors and other objectives common to the floral industry.
2. To enter into, make, and perform contracts and agreements; to purchase or otherwise acquire, hold, lease, encumber, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of any real, personal, or tangible personal property in the same manner and to the same extent as a natural person might do.
3. To encourage, solicit, administer and accept gifts of both real and personal property or money for scientific, education and charitable purposes, all for the advancement of Florida State Florist Foundation, Inc.; to sue and defend, to lend and borrow money, giving promissory notes or bonds where necessary, and to secure payment thereof by mortgage or deed of trust or to lend money upon or without security.
4. To receive bequests and devises by will absolutely or in trust to the same extent as a natural person.
5. To carry on or engage in any activity of any nature whatsoever source obtained, either the principal or income therefrom, either immediately or in the future, for the furtherance of the Foundation's purpose.

6. To use assets and earnings of the Foundation exclusively for the purposes hereinabove set out, including the payment of expenses incident hereto, and to use no part of the net earnings to the benefit of any private member or individual. No substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of the candidate for public office.

7. No dividends shall be paid and no part of the net earnings of the Foundation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

If, at any time, the Foundation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code and Section 617.0835 of the Florida Statutes, the following additional limitations on the Foundation's activities shall apply:

A. The Foundation 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.

B. The Foundation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.

C. The Foundation shall not retain any excess business holdings as defined by Section 4943(c) of the Internal Revenue Code.

D. The Foundation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Internal Revenue Code.

E. The Foundation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

8. Notwithstanding any other provision of these Articles, the Foundation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Code or the corresponding provision of any future United States Internal Revenue Law, or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or any other corresponding provision of any future United States Internal Revenue Law.

### **ARTICLE III MEMBERSHIP**

Membership in this organization shall be open to all those persons, firms, organizations, or corporations interested in the purposes and objectives of the Foundation and who are members in good standing of Florida State Florist Association.

Any member of the Board of Directors may propose membership for any prospective member who expresses an interest in the purposes and objectives of the Foundation and the advancement of the Floral Industry.

The affirmative vote of a majority of the quorum present at any regular or special meeting of the Board of Directors shall be sufficient to admit such member.

The members shall not have voting rights.

#### **ARTICLE IV TERM OF EXISTENCE**

The Foundation shall have perpetual existence.

#### **ARTICLE V DISSOLUTION AND LIQUIDATION**

In the event of dissolution or liquidation of the Foundation, no liquidating or other dividend or distribution of property owned by the Foundation shall be declared or paid to any private individual, but the net assets of the Foundation shall be distributed as follows:

1. All liabilities and obligations of the Foundation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;
2. Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Directors of the Foundation.

#### **ARTICLE VI REGISTERED OFFICIAL AGENT**

The street office of the Foundation's initial registered office shall be 200 Laura Street, Jacksonville, Florida 32201, and the name of the initial registered agent of the Foundation at such office shall be F & L Corp.

#### **ARTICLE VII INCORPORATOR**

The name and address of the sole incorporator of the Foundation is Richard A. Heinle, Foley & Lardner, 111 North Orange Avenue, Suite 1800, Orlando, Florida 32802.

**ARTICLE VIII  
BOARD OF DIRECTORS, EXECUTIVE COMMITTEE  
AND OFFICERS**

**BOARD OF DIRECTORS**

The affairs of the Foundation and all its property shall be managed by the Board of Directors who shall number not less than nine (9) and not more than forty (40) as may be fixed from time to time in accordance with the By-Laws.

The Board shall be constituted as follows:

A. At all times the number of directors shall be equally divided among members from three geographic areas, designated as north, central and south Florida, as diagrammed on attached Florida map, based on where the permanent residence of the director is located.

The minimum representation from one geographic area shall be three (3) directors.

B. Terms of each director shall be three (3) years.

The terms of the Board of Directors shall be staggered so that approximately one-third of such terms shall expire each year. Vacancies occurring during a term shall be filled for the unexpired portion thereof by the manner herein provided.

The immediate Past President of Florida State Florist Association shall be a director and this position will not be attributed to any geographic area.

C. Other directors shall be elected by the Board of Directors upon recommendation by the Foundation's executive committee and nominations committee.

**ARTICLE IX  
INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Foundation shall indemnify and hold harmless all its trustees, directors, officers, employees and agents, and former trustees, directors, officers, employees and agents, from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by those trustees, directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of January, 1995.

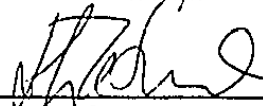
  
Richard A. Heinle, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

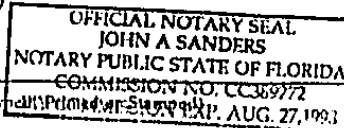
The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of January, 1995, by **Richard A. Heinle**. Such person did not take an oath and: *(notary must check applicable box)*

- ☒ is/are personally known to me.
- ☐ produced a current Florida driver's license as identification.
- ☐ produced \_\_\_\_\_ as identification.

{Notary Seal must be affixed}

  
\_\_\_\_\_  
Signature of Notary

\_\_\_\_\_  
Name of Notary (Type)



Commission Number (if not legible on seal): \_\_\_\_\_

My Commission Expires (if not legible on seal): \_\_\_\_\_

**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

The undersigned, having been named in Article VI of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. F & L Corp. hereby states that it is familiar with, and hereby accepts, the obligations of registered agents set forth in the Florida Statutes, and that it will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

Dated this 16th day of January, 1995.

F & L CORP.

By: \_\_\_\_\_

John A. Sanders (Agent)

FILED  
95 JAN 17 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N 95000000235

Foley & Lardner  
Requestor's Name

(407) 423-7656

Address  
City/State/Zip  
Phone #

222-6100

400001228114  
-02/19/96-01062-009  
\*\*\*122.50 \*\*\*122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

230

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
96 FEB 29 AM 11:50  
STATE OF FLORIDA  
SECRETARY OF STATE

02/11/96  
The State of  
Articles  
of Incorporation  
INC.



**RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE FLORIDA STATE FLORIST FOUNDATION, INC.**

RECEIVED  
FEB 29 1995  
FEB 29 1995  
FEB 29 1995

The undersigned, hereby restates the Articles of Incorporation of the foregoing not-for-profit corporation, pursuant to Section 617.1007, Florida Statutes, which Restatement includes an amendment to the Articles of Incorporation. The amendment does not require member approval because the members have no voting rights. These Restated Articles of Incorporation were adopted by the Board of Directors on June 23, 1995.

**ARTICLE I  
NAME**

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2. To enter into, make, and perform contracts and agreements; to purchase or otherwise acquire, hold, lease, encumber, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of any real, personal, or tangible personal property in the same manner and to the same extent as a natural person might do.
3. To encourage, solicit, administer and accept gifts of both real and personal property or money for scientific, education and charitable purposes, all for the advancement of Florida State Florist Foundation, Inc.; to sue and defend, to lend and borrow money, giving promissory notes or bonds where necessary, and to secure payment thereof by mortgage or deed of trust or to lend money upon or without security.
4. To receive bequests and devises by will absolutely or in trust to the same extent as a natural person.

5. To carry on or engage in any activity of any nature whatsoever source obtained, either the principal or income therefrom, either immediately or in the future, for the furtherance of the Foundation's purpose.

6. To use assets and earnings of the Foundation exclusively for the purposes hereinabove set out, including the payment of expenses incident hereto, and to use no part of the net earnings to the benefit of any private member or individual. No substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of the candidate for public office.

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C. Other directors shall be elected by the Board of Directors upon recommendation by the Foundation's executive committee and nominations committee.

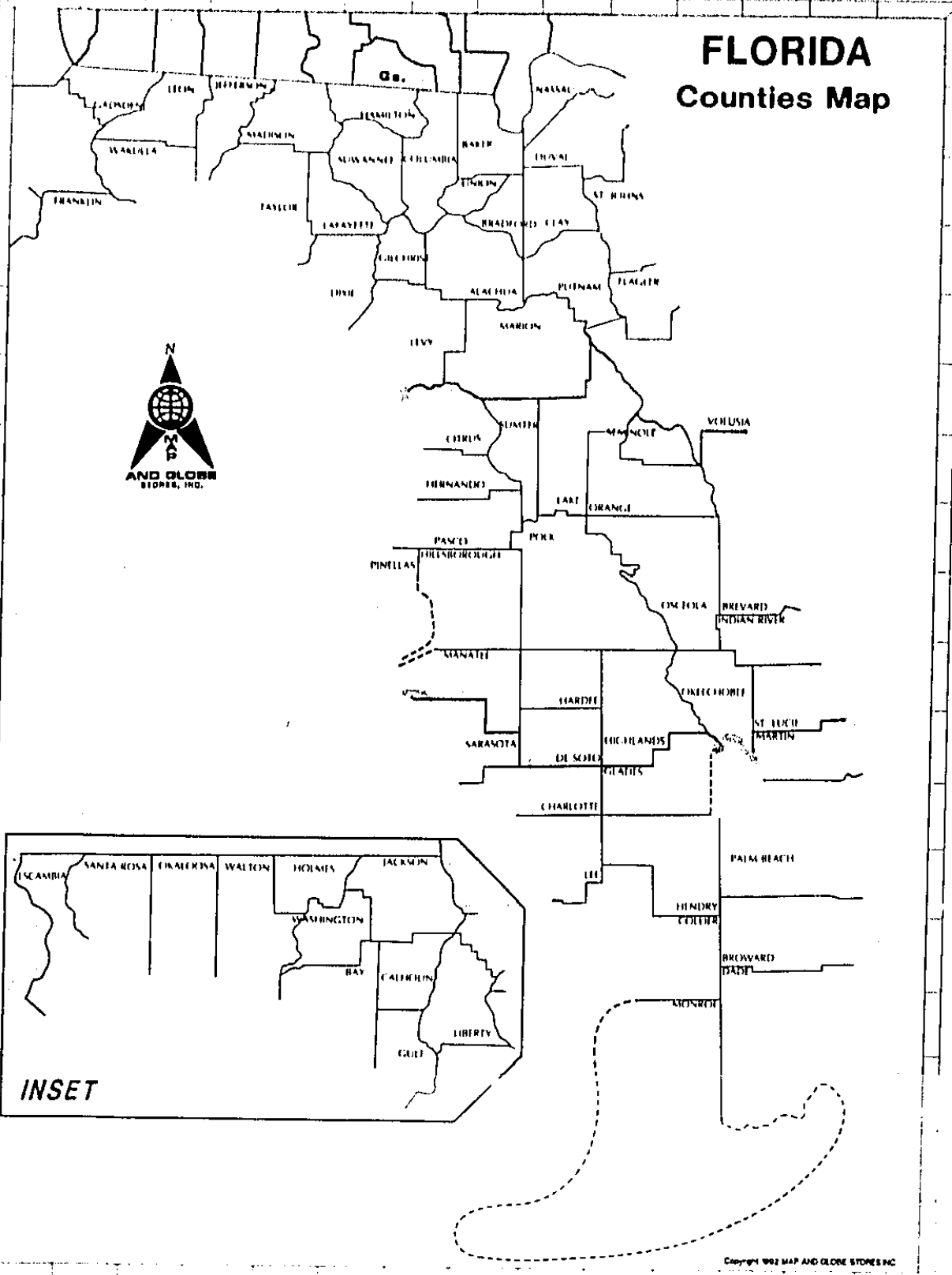
**ARTICLE IX  
INDEMNIFICATION**

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IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation this 28 day of February 1996.

  
Ann Martin, President

# FLORIDA Counties Map



INSET



Florida Department of Agriculture & Consumer Services  
BOB CRAWFORD, Commissioner  
The Capitol • Tallahassee, Florida

August 10, 1995

Division of Consumer Services  
Second Floor, Mayo Building  
Tallahassee, Florida 32390-0800  
1-800-HELP-FLA  
FAX 904-921-2671

FLORIDA STATE FLORIST FOUNDATION, INC.  
329 PARK AVENUE, SOUTH  
WINTER PARK, FL 32789-3278

SC-05795 / JG

RE: FLORIDA STATE FLORIST FOUNDATION, INC.  
329 PARK AVENUE, SOUTH  
WINTER PARK, FL 32789-3278

REGISTRATION EXPIRATION DATE: 08/10/96

Dear Sir/Madam:

The above-named exempt organization/sponsor has complied with the filing requirements of Section 496.406(1)(b), Florida Statutes, which states in part that an organization is exempt from the requirements of section 496.405, F.S., if its:

"Fundraising activities are carried on by volunteers, members, officers, or permanent employees who are not compensated primarily to solicit contributions and which do not actually raise or receive contributions from the public in excess of \$25,000 during the immediate preceding fiscal year, if no part of their assets or income inures to the benefit of or are paid to any officer or member, professional fundraising consultant, professional solicitor, or commercial co-venturer. Charitable organizations or sponsors which do not intend to solicit and receive in excess of that amount, shall file an initial registration statement or an annual renewal statement with the department pursuant to S. 496.405 within 30 days after contributions are received in excess of that amount."

Should the facts or circumstances change so as to alter the basis for the exemption, you must immediately notify the Division of such changes.

The affidavit of exemption is due on or before the organization's anniversary date. The anniversary date for this organization appears on the subject line. PLEASE RETAIN A COPY OF THIS LETTER FOR YOUR RECORDS.

FLORIDA STATE FLORIST FOUNDATION, INC.

August 10, 1995

Page 2

Thank you for your cooperation. If you should have any questions, please contact us at 904-413-0840.

Sincerely,

**BOB CRAWFORD**  
**COMMISSIONER OF AGRICULTURE**

A handwritten signature in cursive script, appearing to read "Joy S. Godwin".

(MRS.) JOY SANDERS GODWIN  
Senior Consumer Complaint Analyst  
904-488-2221/1-800-435-7352 (Florida Only)