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N95000001224

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

March 8, 1995

Re: Gro Group of Tarpon Springs, Inc.
A Florida Not-For-Profit Corporation

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation, together with my check in the amount of \$75.00 to cover the filing fee. Please provide me with a copy of the Articles once they have been filed.

If there are any problems, please feel free to call this office. Thank you for your cooperation.

Very truly yours,


Herbert Elliott

HE/jas

MAR 13 1995
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

RECEIVED MAR 15 1995

ARTICLES OF INCORPORATION
OF
GRO GROUP OF TARPON SPRINGS, INC.

The undersigned person, acting as incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), adopts the following Articles of Incorporation for the corporation ("Articles").

ARTICLE I: Name

The name of the corporation shall be:

GRO GROUP OF TARPON SPRINGS, INC.

ARTICLE II: Principal Office

The principal place of business and mailing address of this corporation shall be:

324 East Pine Street, Tarpon Springs, Florida 34689.

ARTICLE III: GENERAL AND SPECIFIC PURPOSES

(a) The specific and primary purpose of the corporation is for the beautification of the City of Tarpon Springs by means of landscape architecture with the participation of developmentally delayed adults from the area.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable and not for profit purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organization under that Code.

ARTICLE IV: TERM

This corporation shall have a perpetual existence.

ARTICLE V: MEMBERSHIP AND DIRECTORS

The corporation and its members and directors, including the authorized number and qualifications of the members and directors of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members and directors, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

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ARTICLE VI: SUBSCRIBERS

The name and residence address of the subscriber of this corporation is as follows:

Elsie S. Brown
1187 E. Klosterman Road
Tarpon Springs, Florida 34689

ARTICLE VII: LOCATION OF PRINCIPAL OFFICE AND
IDENTIFICATION OF REGISTERED AGENT

(a) The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is the County of Pinellas.

(b) The name and address of this corporation's registered agent is:

Elsie S. Brown
1187 E. Klosterman Road
Tarpon Springs, FL 34689

ARTICLE VIII: MANAGEMENT OF CORPORATE AFFAIRS

(a). EXECUTIVE COMMITTEE. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the membership of the corporation. The bylaws of this corporation shall determine the manner in which Executive Committee members are elected or appointed.

(b). CORPORATE OFFICERS. The corporation shall elect the following officers, who shall serve as the Executive Committee: President, Vice-President, Secretary, Treasurer, and such other officers as the bylaws of this corporation may authorize from time to time. Initially, such officers shall be elected at the first annual meeting of the corporation. Until such election is held, the following persons shall serve as corporate officers:

President	Elsie S. Brown
Secretary/Treasurer	Audre Mossberg

ARTICLE IX: Bylaws

The Board shall adopt the Bylaws, which may be amended, altered or rescinded by the Board in a manner provided in the Bylaws.

ARTICLE X: DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable and not for profit purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XI: DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation or corporation which is organized and operated exclusively for charitable and not for profit purposes and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

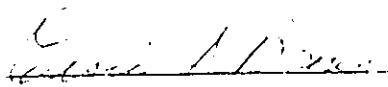
ARTICLE XII: Amendment of Articles of Incorporation

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of a majority of a quorum of members of the corporation.

ARTICLE XIII: Incorporator

WE, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming the not for profit charitable corporation under the Laws of Florida have executed these articles of incorporation on March 8, 1995.

IN WITNESS WHEREOF, the subscriber has hereunto affixed her signature this 8th day of March, 1995.

 (Seal)
Elsie S. Brown

STATE OF FLORIDA)
) ss
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 8th day of March, 1995, by Elsie S. Brown, who is personally known to me or who has produced _____ as identification, and who did/did not take an oath.

Judith A. Shorter

Notary Public
My Commission expires:



DESIGNATION OF REGISTERED AGENT

Pursuant to and in compliance with Chapter 48.091, Florida Statutes, the following is submitted:

That Gro Group of Tarpon Springs Parks and Recreation Department, desiring to organize under the laws of the State of Florida, with its principal office in the City of Tarpon Springs, County of Pinellas, State of Florida, as indicated in the Articles of Incorporation, has named ELSIE S. BROWN, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service or process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

By: Elsie S. Brown
Elsie S. Brown

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