

N95000001760

March 22, 1995

Secretary of State
Department of Corporations
The Capitol
P.O. Box 6327
Tallahassee FL 32314

Re: American Bougainvillea Society
a Florida corporation not for profit

800001450909
-04/07/95--01080--016
***122.50 ***122.50

Dear Sir or Madam:

Enclosed herewith are two executed copies of the Articles of Incorporation for American Bougainvillea Society, a proposed Florida non-profit corporation.

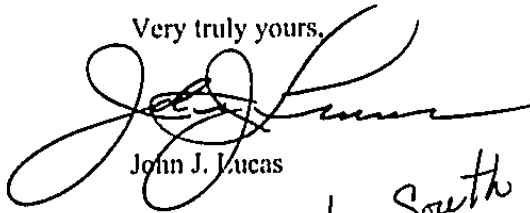
A check payable to the Secretary of State in the amount of \$122.50 is enclosed in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent filing fee	<u>35.00</u>
Total	\$122.50

176 1760

Please return the certified copy to the attention of the undersigned in the envelope provided.

Very truly yours,


John J. Lucas

Enclosures

Dmc
4/13/95

c/o Tradewinds South
3711 SW 52nd Ave
Pembroke Park, FL
33023

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
AMERICAN BOUGAINVILLEA SOCIETY, INC.
(a Florida corporation, not for profit)

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name and Location of Principal Office

The name of this organization is AMERICAN BOUGAINVILLEA SOCIETY, INC., a Florida corporation, not for profit. Its initial office shall be located at 3812 S.W. 48th Avenue, Pembroke Park, Florida 33023.

ARTICLE II

Term

This corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III

Incorporator

The name and address of the Incorporator of these Articles of Incorporation is John J. Lucas, 3812 S.W. 48th Avenue, Pembroke Park, Florida 33023.

ARTICLE IV

General Purposes

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal

Revenue Code of 1986 or the corresponding provision of any future United States Revenue Law.

ARTICLE V

Activities Not Permitted

Notwithstanding any other provision of these articles, this corporation will 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 Revenue Code of 1986 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 of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of any Member, Director, or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Member, Director, or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section

501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes.

ARTICLE VII

Managoment of Corporate Affairs

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. This corporation shall have seven (7) Directors initially. The number of Directors of the corporation may be increased or diminished from time to time by the By-Laws but shall never be less than three (3).

The Directors named herein as the first Board of Directors shall hold office until the first annual meeting of Members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of two years or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the

Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first Members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John J. Lucas	3812 S.W. 48th Avenue Pembroke Park, FL 33023
Dr. Jeff Norcini	University of Florida/IFAS NFREC-Monticello, FL
Jerry Schuetz	15130 N. Pebble Lane Ft. Myers, FL 33912
Larue M. Robinson	12175 125th Street N. Largo, FL 34644
Uday Yadav	P.O. Box 950001 Lake Mary, FL 32795-0001

(b) Corporate Officers. The Members shall elect the following Officers: President, Vice President, Treasurer, and Secretary and such other Officers as the By-Laws of this corporation may authorize, from time to time, the Members to elect. Initially, such Officers shall be elected at the first annual meeting of the Members.

ARTICLE VIII

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE IX

Membership

The membership of this corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may fully satisfy all requirements of qualification for membership. Qualification for membership shall be satisfied by payment of annual dues as set forth in the By-Laws. The authorized number of the Members of the corporation, the different classes of membership (if any), the property, voting and

other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the By-Laws.

ARTICLE X

By-Laws

The Board of Directors of this corporation may provide such By-Laws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the By-Laws may be amended, altered or rescinded by majority vote of the Members present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the corporation.

ARTICLE XI

Amendments to Articles of Incorporation

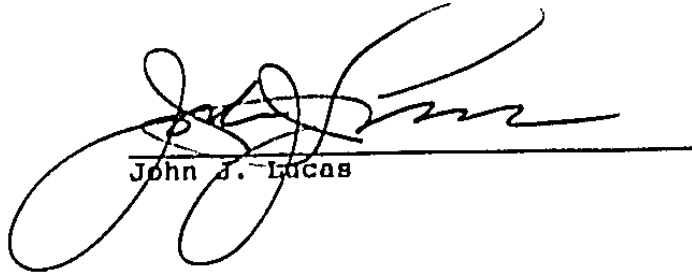
An amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLE XII

Initial Registered Office and Agent

The name and address of the initial registered agent of this corporation is John J. Lucas, 3812 S.W. 48th Avenue, Pembroke Park, Florida 33023.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on the 30 day of APRIL, 1995, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



John J. Lucas

CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: AMERICAN BOUGAINVILLEA SOCIETY, INC.

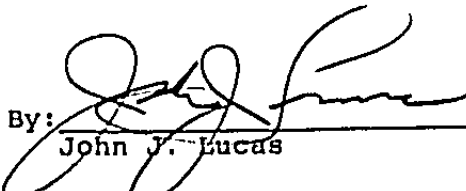
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

John J. Lucas
3812 S.W. 48th Avenue
Pembroke Park, Florida 33023

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED PERSON AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

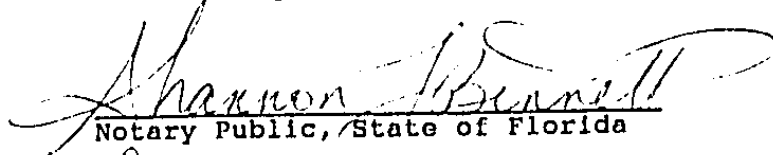
DATED THIS 3RD DAY OF APRIL, 1995.

By: 
John J. Lucas

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this 4 day of April, 1995, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, JOHN J. LUCAS, who is personally known to me and who took an oath, and who acknowledged to and before me that he signed and executed the foregoing instrument as Incorporator of the Articles of Incorporation of American Bougainvillea Society, Inc., for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Broward County, Florida, the day and year last above written.


Notary Public, State of Florida

SHANNON L. BENNETT
Typed or Printed Name of Notary

My commission expires:

