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TRANSMITTAL LETTER

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-05/10/95--01075--024  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Department of State

Division of Corporations

P.O.Box 6327  
Tallahassee, FL 32314

800001477488  
-05/05/95--01093--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

SUBJECT: The First Coast Rose Society, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$35.00, filing fee.

FROM: David E. Edwards  
57 Felshire Ln  
Palm Coast, FL 32137  
(904) 445-5390

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY -5 AM 11:00

5/10

ARTICLES OF INCORPORATION

for

THE FIRST COAST ROSE SOCIETY, INC.

The undersigned acting as incorporators pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I - Name

The name of the corporation shall be:

The First Coast Rose Society, Inc.

ARTICLE II - Principal place of business and mailing address

The principal place of business and mailing address shall be:

57 Felshire Lane

Palm Coast, FL 32137

ARTICLE III - Purposes

The purposes of this corporation are educational, formed exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code, to: study and encourage the culture of roses in regular member meetings (guests always welcome without fee) and in every other practicable way, and to exhibit roses for the benefit of the public (fee to cover show expenses) or in conjunction with community activities (at no fee other than expenses of that imposed by the sponsoring activity).

ARTICLE IV - Manner of election of directors

The manner in which the directors of the corporation are elected or appointed is by the Society's Board of Directors.

ARTICLE V - Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VI - Initial registered agent and street address

The name and street address of the initial registered agent is:

David E. Edwards

57 Felshire Lane

Palm Coast, FL 32137

ARTICLE VII - Incorporators

The names and street addresses of the incorporators for these articles of incorporation are:

David E. Edwards

57 Felshire Lane

Palm Coast, FL 32137

Elizabeth M. Webb

6 Mantucket Drive

Palm Coast, FL 32137

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The undersigned incorporators have executed these Articles of Incorporation this 29<sup>th</sup> day of April, 1995.

Signatures of Incorporators

David E. Edwards

DAVID E. EDWARDS

Elizabeth M. Webb

ELIZABETH M. WEBB

1. The names and street addresses of the initial directors are:

David E. Edwards, Chairman  
57 Felshire Ln  
Palm Coast, FL 32137  
Elizabeth M. Webb, Vice Chairman  
6 Nantucket Dr  
Palm Coast, FL 32137  
Mary Ann Canfield, Secretary  
5 Claymont Ct  
Palm Coast, FL 32137  
Henry M. Suski, Treasurer  
2 Whittington Dr  
Palm Coast, FL 32164  
Donald L. Pierce, Counsel  
8 Eisenhower Pl  
Palm Coast, FL 32164

2. Members (nearly all U. S. citizens) in good standing of the First Coast Rose Society are members of this corporation. Membership is not transferable.

3. Termination of membership in this corporation may be by written request or by failure of a member to pay dues. This corporation owes no obligation to terminated members.

4. The distribution of assets upon dissolution or final liquidation shall be established by the corporate directors for an exempt purpose consistent with requirements of section 501(c)(3) of the Internal Revenue Code.

5. There may be a class of honorary members elected by the First Coast Rose Society Board of Directors. Such members shall not be members of this corporation; and this corporation has no obligation to such members.

6. All members in good standing as of the effective date of incorporation shall be the initial members of this corporation.

7. This corporation is an affiliate of The American Rose Society

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: The First Coast Rose Society, Inc.
2. The name and address of the registered agent and office is:

David E. Edwards  
57 Felshire Ln  
Palm Coast, FL 32137

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

SIGNATURE

David E. Edwards

DATE

April 29, 1995

REGISTERED AGENT FILING FEE: \$35.00

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95 APR -5 PM 11:00