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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 6, 1995

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Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Division of Corporations:

Please find enclosed a copy of the "Articles of Incorporation" for the Florida A&M University, Landscape Design and Management Degree Foundation, Incorporated. Also enclosed is a check in the amount of \$122.50 for the filing fee.

I have been named the registered agent for this Foundation, my name and address are as follows:

Dr. James Muchovej
RR4, Box 4473
Monticello, FL 32337

Thank you for your assistance in this matter.

Sincerely,


James Muchovej,
Registered Agent

446-30

ARTICLES OF INCORPORATION

OF

FLORIDA A&M UNIVERSITY LANDSCAPE DESIGN
AND MANAGEMENT DEGREE FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation to form and establish a corporation NOT FOR PROFIT under the laws of the State of Florida.

ARTICLE I

Name

The name of this Corporation shall be Florida A&M University Landscape Design and Management Degree Foundation, Inc.

ARTICLE II

Purpose

This corporation is organized not for profit, and shall be operated exclusively:

To provide directly or indirectly resources for educational scholarships for students; student recruitment and retention, research grants, faculty enhancements, and program needs at Florida A&M University's program in Landscape Design and Management.

ARTICLE III

Powers

In order to accomplish the purposes and to attain the objects for which this Corporation is formed and for which the funds and property of this Corporation shall be handled, administered, operated and distributed as hereinabove set forth, the Corporation, its Officers and Trustees, shall possess and exercise all powers, authorities and privileges granted by and under the laws of the State of Florida not inconsistent with the requirements for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 and Treasury Regulations as they now exist or as they may hereafter be amended and including, but not by way of limitation, the following powers, authorities and privileges:

1. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, either real or personal, of whatever kind, nature or description and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, either real or personal as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

3. To borrow money and from time to time, make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or any other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

4. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, land and other real estate, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

5. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to further limitation and condition that, notwithstanding any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the Federal income tax exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Treasury Regulations as they now exist or as they may hereafter be amended.

6. Said corporation is organized exclusively for charitable, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

7. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 II above. 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 otherwise 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, this corporation exempt under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV
Registered Office and Registered Agent

The location of its principal place of business and its Registered Office in this State is RR 4 Box 4473, Monticello, FL 32344. The name of its Registered Agent and Resident Agent in this State located at the address set forth above, is Dr. James Muchovej. The Board of Trustees may from time to time move the Registered Office to any other street address in Florida or change the Corporation's Registered Agent or Resident Agent.

ARTICLE V
Membership

The sole class of members of the Corporation shall be all persons hereinafter named as subscribers and such other persons as from time to time may become members of the Board of Trustees. They shall be admitted upon an affirmative vote of the Board of Trustees or such other manner as provided by the By-Laws of the Corporation as amended from time to time.

ARTICLE VI
Term of Corporate Existence

The term for which this Corporation shall exist is perpetual; upon dissolution the Corporation's assets shall be distributed only to another organization qualifying as an exempt organization under 501(c)(3) of the Internal Revenue Code designated by the Board of Trustees.

ARTICLE VII
Officers

The Corporation shall have a Chairman, Vice-Chairman, Secretary and Treasurer and may have additional and assistant officers. A person may hold more than one office. Officers shall be elected by the Board of Trustees on an annual basis from those nominations set forth by the Board of Trustees.

Gono Ellis	2911 Thomasville Rd. Tallahassee, FL 32312
Marvin Gross	8000 Fruitville Rd. Sarasota, FL 34240
Gary Honnen	Route 2, Box 9 Altha, FL 32411
John Koelemij	641 McDonnell Drive Tallahassee, FL 32301
Ney Landrum	126 Millbranch Rd. Tallahassee, FL 32312
Fran Mainella	3900 Commonwealth Blvd. Mail Station 550 Tallahassee, FL 32399
Jack Siebenthaler	700 Canterbury Rd. Clearwater, FL 34624
Herrick Smith	University of Florida 334 Arch Gainesville, FL 32611

ARTICLE XI
Transactions in Which Members, Trustees
 and Officers are Interested

1. No contract or transaction between the Corporation and one or more of its Members, Trustees or Officers, or between the Corporation and any other organization in which one or more of its Members, Trustees or Officers are Members, Trustees or Officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Member, Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Trustees or the committee which authorizes the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Trustees; or

(b) The contract or transaction is fair and reasonable as to the Corporation as of the time it is authorized by the Board of Trustees or a committee thereof.

2. Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or a committee which authorizes, approves or ratifies such contract or transaction.

ARTICLE XII
INDEMNIFICATION OF
TRUST OF OFFICERS

The Corporation hereby indemnifies any Officer or Director made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative or investigative, other than on, by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person in his capacity of Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or Officer, employee or agent of the Corporation, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with the defense or settlement of such action or suit, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, except that such persons shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

(c) Any indemnification under Section (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that with respect to any criminal proceeding or action, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of Trustees who are not parties to such action, suit or proceeding.

(d) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Section (a) above upon a preliminary determination by the Board of Trustees that such person has met the applicable standard of conduct set forth in Section (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Section. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such persons and other parties represented in the same action, suit or proceeding by such counsel retained by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this section.

(e) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XIII

By-Laws

The Board of Trustees shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered, or rescinded by the majority vote of the Members at any annual meeting or any special meeting called for that purpose as provided by the By-Laws.

ARTICLE XIV
Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by recommendation of the Board of Trustees adopted at a special meeting of the membership by a two-thirds (2/3) vote of those present. Those Articles, however, pertaining to dissolution of the Corporation, shall not be amended in such a way as to allow or cause any Member, Director or Officer of the Corporation or any other person to share in any of the Corporation's assets. Amendments shall be filed with the Department of State of the State of Florida.

ARTICLE XV
Dissolution

1. In the event of dissolution or other termination of the corporation, title to all of its assets shall vest in any 501(c)(3) tax exempt educational foundation or entity to be determined by the Board of Directors at the time of said dissolution, to be used exclusively for the purposes hereinabove set forth, it being intended that no distribution or payment shall be made which will impair or destroy the tax exempt status of the corporation or which will result in the denial of tax exempt status to donation, contributions, legacies or dues received by this corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.

ARTICLE XVI
Incorporator

The name and address of the Incorporator are as follows:
Samuel E. Hand, Jr., 506 East Williams Street, Tallahassee, Florida 32303.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the foregoing Articles of Incorporation, have hereunto set their hands and seals this 30th day of March, 1995.


Samuel E. Hand, Jr., Incorporator

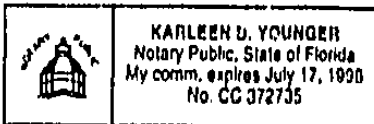
STATE OF FLORIDA
COUNTY OF

FILED

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Jack Siebenthaler, to me well known to be the person who executed the foregoing instrument, and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 11 day of April, 1995.

Karleen D. Younger
NOTARY PUBLIC
State of Florida at Large



My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Florida A&M University Landscape Design and Management Degree Foundation, Inc, desiring to organize as a corporation under the laws of the State of Florida, has designated RR 4, Box 4473, Monticello, Florida, as its initial Registered Office and has named Dr. James Muchovej, located at said address as its initial Registered Agent.

Jack Siebenthaler
Jack Siebenthaler
Chairman
Date: 11 day of April, 1995.

Having been named registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

James Muchovej
Dr. James Muchovej, Registered Agent
Date: March 30, 1995