

FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL AND BANKER, P.A.

ATTORNEYS AT LAW

TAMPA - ST. PETERSBURG - CLEARWATER

FT. MYERS - TALLAHASSEE

CABLE FOWHTE  
TELE 62776

501 EAST KENNEDY BLVD  
POST OFFICE BOX 1430  
TAMPA, FLORIDA 33601

TELECOPIER  
800 338 0313

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N960000000478

January 27, 1998

Division of Corporations  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: The Orchid Conservation Committee, Inc.

Dear Sir/Ma'am:

Enclosed please find original Articles of Incorporation for the above-captioned corporation, together with our firm check in the amount of \$122.50 to cover the filing fees. We would appreciate your filing the Articles and returning a certified copy to us.

Thank you for your assistance.

Sincerely,

*Cody*

Cody W. Waters

800001696398  
-01/24/96--01027--020  
\*\*\*\*122.50 \*\*\*\*122.50

CWW\dlb  
Enclosures

JAN 29 1998

BSA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JAN 24 AM 10:55

FILED

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\_\_\_\_\_ GAVE  
A REPLY BY PHONE TO  
CONTACT \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL AND BANKER, P.A.**

P.O. Box 1438 • Tampa, Florida 33601 • 813 228-7411

**M E M O - L E T T E R**

TO Brenda Baker  
Corporate Records Bureau  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

DATE February 2, 1996

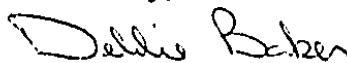
SUBJECT The Orchid Conservation  
Committee, Inc.

Dear Brenda:

On Friday, February 2, 1996, I spoke with Sharon regarding the changes needed to the above Articles of Incorporation. She advised me to send you a revised page 9 and 10 to be substituted in the Articles previously sent.

Should you have any questions, please give me a call.

Sincerely,



Debbie L. Baker

ARTICLES OF INCORPORATION  
OF

THE ORCHID CONSERVATION COMMITTEE, INC.

FILED  
96 JAN 24 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
WD

The undersigned, heroby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Address

The name of this corporation shall be:

The Orchid Conservation Committee, Inc.

The address of this corporation shall be Elmer N. Spence, President, 10845 97th Street North, Largo, Florida 34643, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II

Purposes

(a) The general nature, objects and purposes for which this corporation is exclusively organized and operated are the conservation and preservation of orchids. This corporation shall receive and maintain funds of real and/or personal property and, subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable, scientific or educational purposes.

(b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to 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 on dissolution of the corporation. 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 intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

(d) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 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 purpose.

### ARTICLE III

#### Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit, including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized; subject, however, to the following:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended heretofore or hereafter.

(b) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(c) This corporation 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 of 1986, or corresponding provisions of any subsequent Federal tax laws.

(d) This corporation shall not retain any excess business holdings as defined in Section 4943(a) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

#### ARTICLE IV

##### Members

The members of this corporation shall consist of those persons who join as subscribers to these Articles of Incorporation and such other persons over eighteen (18) years of age, or entities, as may from time to time be elected and admitted to membership by majority

vote of the Board of Directors of the corporation in accordance with the provisions of the bylaws of the corporation.

#### ARTICLE V

##### Term of Existence

The term for which this corporation is to exist shall be perpetual.

#### ARTICLE VI

##### Subscribers

The name and address of the subscriber to these Articles of Incorporation is: Mitchell I. Horowitz, Esquire, 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602.

#### ARTICLE VII

##### Officers and Directors

The affairs of this corporation shall be managed by Directors who shall be members of the corporation, and by officers, who shall also be members of the corporation. Approximately one third (1/3) of the Directors shall be elected annually, at duly called meeting, and for staggered three (3)-year terms, by majority vote of the members of the corporation. The officers shall be: a President, two (2) Vice-Presidents, a Secretary, and a Treasurer, and such other officers as shall be provided for in the bylaws of the corporation. Multiple offices may be held by the same person. The

manner of filling vacancies in the offices shall be provided for in the bylaws.

The number of directors and the manner of filling vacancies on the Board of Directors shall be provided in the bylaws of the corporation. The number shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida.

Directors and officers of this corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the bylaws.

#### ARTICLE VIII

##### Directors

The name and address of the members of the initial Board of Directors who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the members for the election of permanent directors or until their successors have been duly elected and qualified are:



<u>Name</u>	<u>Address</u>
John Becknor, Chairman of the Board	736 Myrtle Way South St. Petersburg, FL 33705
Kenneth A. Roberts	P. O. Box 6552 MacDill AFB, Tampa, FL 33608
Bill Thoma	2333 McIntosh Rd. Dover, FL 33527
Doris Dukos	2333 McIntosh Rd. Dover, FL 33527
Wm. Paul Mitchell	1220 E. Henry Tampa, FL 33604-6862

#### ARTICLE IX

##### Officers

The name and address of the officers of this corporation who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the directors of this corporation for the election of permanent officers or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Elmer N. Spence	President	10845 97th Street North Largo, FL 34643
Donna K. Burch	Vice-Pres.	6009 Santa Monica Dr. Tampa, FL 33615
Dr. Roy Finley	Vice-Pres.	2950 58th Ave. South St. Petersburg, FL 33712
Linda G. Dawson	Secretary	959 Eden Isle Dr. NE St. Petersburg, FL 33704

Gary C. Dama

Treasurer

2269 Vanderbilt Dr.  
Clearwater, FL 34625

#### ARTICLE X

##### Registered Office and Registered Agent

The street address of the corporation's initial registered office is 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602 and the name of the corporation's initial registered agent at such address is Mitchell I. Horowitz. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

#### ARTICLE XI

##### Bylaws

The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this corporation to all of the members of the Board of Directors at least three (3) days before the meeting.

ARTICLE XII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, add, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation. All actions, including, but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

ARTICLE XIII

Indemnification By Court Order

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court of competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to Section 617.0831, Florida Statutes, without the permission of the Board of Directors.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 2<sup>nd</sup> day of February, 1996.

Mitchell I. Horowitz  
Mitchell I. Horowitz

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 2nd day of February, 1996, personally appeared MITCHELL I. HOROWITZ who is personally known to me or who has produced \_\_\_\_\_ as identification and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Deborah L. Baker  
Notary Public

My Commission Expires: \_\_\_\_\_



DEBORAH L. BAKER  
My Commission CG298226  
Expires Jun 20, 1997  
Bonded by ANB  
800-852-8878

**CERTIFICATE OF ACCEPTANCE**

Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I heroby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 607.0501(3), Florida Statutes.

Signature *Mitchell I. Horowitz*  
Mitchell I. Horowitz  
Registered Agent

Date *January 9, 1996*

**FILED**  
96 JAN 24 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 9th day of January, 1996, personally appeared MITCHELL I. HOROWITZ who is personally known to me or who has produced N/A as identification and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Deborah L. Baker  
Notary Public

My Commission Expires:



DEBORAH L. BAKER  
My Commission CG208226  
Expires Jun 20, 1997  
Bonded by ANB  
R00-852-607A