

7
N/9800000/660

Charter Number Only

FILED

98 MAR 23 AM 10:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/20/98

VALIDATION ONLY

Kramer Green Zuckerman & Kahn

Requestor's Name

4000 Hollywood Blvd # 485

Address

Hollywood FL 33021

City

State

ZIP

Phone

954/966-2112

700002464657--5

-03/23/98--01027--017

****122.50 ****122.50

CORPORATION(S) NAME

Botanic Gardens Conservation International
(U.S.), Inc.

☒ Profit	☐ Amendment	☐ Merger
☒ NonProfit	☐ Dissolution	☐ Mark
☐ Foreign	☐ Annual Report	☐ Other
☐ Limited Partnership	☐ Reservation	☐ Change of Registered Agent
☐ Reinstatement	☐ Photo Copies	☐ Certificate Under Seal
☒ Certified Copy	☐ Call When Ready	☐ Call If Problem
☒ Walk In	☐ Will Wait	☒ Pick Up
	☐ After 4:30	☐ Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Certified Copy

K. Rolfe

MAR 23 1998

CR2E031 (R8-85)



Empire Toll Free: 1-800-432-3028

RECEIVED
98 MAR 23 AM 10:00
DIVISION OF CORPORATION

FILED
98 MAR 23 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BOTANIC GARDENS CONSERVATION INTERNATIONAL (U.S.), INC.,
a Florida Not for Profit Corporation

WE, the undersigned, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation is BOTANIC GARDENS CONSERVATION INTERNATIONAL (U.S.), INC. (hereinafter called the "Corporation").

ARTICLE II

MAILING ADDRESS

The street and mailing address of this Corporation is:

c/o Kramer, Green, Zuckerman, Kahn & Greene, P.A.
4000 Hollywood Boulevard
Suite 485 South
Hollywood, Florida 33021

ARTICLE III

PURPOSES

This Corporation is hereby organized as a not for profit organization and is to be operated exclusively for charitable purposes for the public benefit, including, but not limited to, the conservation and protection of plant species of the World; the promotion of the cultivation and maintenance of such plants by Botanic Gardens; the advancement of education of the public and of vocational training in relation to such plants; and the

promotion of research concerning such plants and their conservation provided all the useful result of such research shall be published.

The Corporation is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any member or individual person, firm or corporation.

ARTICLE IV

POWERS

The Corporation shall have all of the common law and statutory powers of a not for profit corporation which are not in conflict with the terms of the Articles of Incorporation and Bylaws of the Corporation. The Corporation shall also have all the powers necessary to implement the purposes of the Corporation.

In addition to all powers conferred on this Corporation by the State of Florida, the Corporation shall have all such powers incidental to accomplish its purposes and all the powers set forth in Chapters 607 and 617 of the Florida Statutes and the Bylaws of this Corporation, including, but not limited to, the following:

1. To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise, any property, either real or personal, of whatever 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 money borrowed or in payment for the 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 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.

4. To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other securities and property as the Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

5. In general, to exercise such other powers which now are or which 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 such limitations as are or may be prescribed by law.

ARTICLE V

BOARD OF DIRECTORS

1. Original Board of Directors. The Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished, from time to time, pursuant to the Bylaws of the Corporation, but shall never be less than three (3). The names of the initial directors of this Corporation are as follows:

Judith Zuk

Beth Rothschild Tomassini

A. J. Taylor

2. Management by Directors. The property, business and affairs of the Corporation shall be managed by the Board of Directors. The presence of two-thirds (2/3)

of the directors shall constitute a quorum for the transaction of business. The Bylaws shall provide for the meetings of Directors, including an annual meeting.

3. Election of Board of Directors. The method for the election or appointment of the Board of Directors of the Corporation shall be as provided in the Bylaws of the Corporation.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office shall be 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021 and the initial registered agent located at such address is ROBERT M. KRAMER.

ARTICLE VII

BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors of the Corporation, in the manner provided in the Bylaws.

ARTICLE VIII

DISSOLUTION

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be turned over to one or more organizations which are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for charitable, educational, or scientific purposes only.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purposes; provided, however, that notice of the proposed amendment shall be given to each director at least five (5) days prior to the date of the meeting at which the Articles of Incorporation are to be altered, amended or repealed; provided, however, that no notice shall be required if all directors are present and all vote in favor of the amendment. The proposed amendment shall originate with the Board of Directors.

ARTICLE X

DEDICATION OF ASSETS TO PROPERTY

This Corporation is irrevocably dedicated to charitable activities and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director or officers thereof or to the benefit of any private individual.

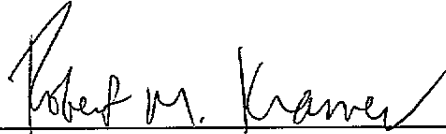
ARTICLE XI

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

ROBERT M. KRAMER
4000 Hollywood Boulevard
Suite 485 South
Hollywood, Florida 33021

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on the 20th day of March, 1998.


ROBERT M. KRAMER, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

FIRST -- That BOTANIC GARDENS CONSERVATION INTERNATIONAL (U.S.), INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at c/o Kramer, Green, Zuckerman, Kahn & Green, P.A., 4000 Hollywood Boulevard, Suite 485 South, City of Hollywood, State of Florida, has named Robert M. Kramer, located at 4000 Hollywood Boulevard, Suite 485 South, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

FILED
98 MAR 23 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE: Robert M. Kramer
ROBERT M. KRAMER

TITLE: Incorporator

DATE: March 20, 1998

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: Robert M. Kramer
ROBERT M. KRAMER
Registered Agent

DATE: March 20, 1998