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April 22, 1998

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Florida Department of State
Division of Corporations
Attention: New Filing Section
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of National Museum of Gardens, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Incorporation of National Museum of Gardens, Inc., a corporation not for profit, together with a check for \$122.50 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$52.50 certified copy fee.

After the Articles of Incorporation have been filed with your office, the certified copy should be returned to the undersigned.

If you have any questions regarding this filing, please call me.

Sincerely,

Mary F. Ferdle
Mary F. Ferdle, Legal Assistant

:mff

Enclosures (3)

cc: Gregory P. Cloos, A.S.L.A. w/enclosure
Stephen D. Dunegan, Esq.

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
NATIONAL MUSEUM OF GARDENS, INC.**

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The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be National Museum of Gardens, Inc.

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the corporation is 634 Woodward Street, Orlando, Florida 32803, which shall also be the mailing address of the corporation.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to, the following purposes: (1) to establish, maintain and operate a unique outdoor garden museum containing a multitude of individual gardens for instructive and recreative purposes; (2) to foster and promote public knowledge and appreciation of outdoor garden space through education and instruction for both pleasure and information; and (3) to promote other activities consistent with the corporation's charitable purposes. The corporation's purposes shall also include affiliating with other not for profit corporations that are tax-exempt under Section 501(c)(3) of the Code, formed for similar purposes.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

(i) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(ii) The corporation will distribute its income for each tax 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 Code.

(iii) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV - ELECTION OF DIRECTORS

A. The initial number of directors of this Corporation shall be three (3).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than three (3).

C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Gregory P. Cloos, A.S.L.A.	634 Woodward Street Orlando, FL 32803
Bruce Berrien	172 Durnell Avenue Rosilindale, MA 02131
Christopher Siefert	677 North 9th Street Baton Rouge, LA 70802

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 634 Woodward Street, Orlando, Florida 32803. and the name of the initial registered agent of this corporation at that

address is Gregory P. Cloos. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this corporation are:

<u>Name</u>	<u>Address</u>
Gregory P. Cloos, A.S.L.A.	634 Woodward Street Orlando, FL 32803

ARTICLE VII - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VIII - MEMBERS

The corporation shall have no members.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT TO ARTICLES OF INCORPORATION

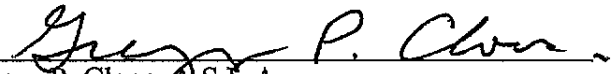
These Articles of Incorporation may be amended, repeated or altered, in whole or in part, by a vote of a majority of the directors, as set forth in the Bylaws, at any regular or special meeting of the directors called for such purpose in accordance with the provisions of the Bylaws.

ARTICLE XI - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated

exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 21 day of April, 1998.



Gregory P. Cloos, A.S.L.A.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.



Gregory P. Cloos, A.S.L.A.

Date: April 21, 1998

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