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REFERENCE : 885093 80749B

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 8, 1998

ORDER TIME : 8:50 AM

ORDER NO. : 885093-005

CUSTOMER NO: 80749B

CUSTOMER: Mr. Christopher C. Nash
FARR FARR EMERICH SIFRIT AND
HACKETT, PA

115 West Olympia Avenue
Punta Gorda, FL 33950

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DOMESTIC FILING

NAME: HORTICULTURAL SOCIETY OF
CHARLOTTE COUNTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -9 AM 10:51

RECEIVED
98 JUL -9 AM 11:16
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
of
HORTICULTURAL SOCIETY OF CHARLOTTE COUNTY, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated as a charitable corporation under the laws of the State of Florida applicable to corporations not for profit, and we do make and subscribe the following Articles of Incorporation:

ARTICLE ONE

NAME AND ADDRESS

The name of this corporation shall be Horticultural Society of Charlotte County, Inc.

The address of the principal office of this corporation is:

Farr, Farr, Emerich, Sifrit, Hackett and Carr, P.A.
c/o Jack O. Hackett II
115 W. Olympia Ave.
P.O. Drawer 51147
Punta Gorda, FL 33948

Its mailing address is:

Horticultural Society of Charlotte County, Inc.
P.O. Box 380215
Murdock, FL 33938-0215

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -9 AM 10:51

ARTICLE TWO

PURPOSE

This is a non-profit corporation organized solely for general charitable and eleemosynary purposes pursuant to Chapter 617, Florida Statutes (1997).

(a) The specific and primary purpose for which this corporation is formed is as follows:

(1) To promote the advancement of horticultural arts and sciences in Charlotte County through public education and to initiate, support, and encourage efforts to maintain a high quality of life in the county through protection of its air, soils, waters, flora, and fauna.

(b) The general purposes for which this corporation is formed are to operate exclusively

for such charitable, educational and scientific purposes as will qualify it as an exempt organization under Internal Revenue Code Section 501 subdivision (c)(3), including for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under section 501(c)(3) of the Code.

(c) This corporation shall have and exercise all rights and powers conferred on corporations not for profit under the laws of the State of Florida which are in effect at the time of filing of the Articles of Incorporation and specifically those powers set forth in Chapter 617, Florida Statutes (1996 Supp.) provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in subparagraphs (a) and (b) of this Article Two. Additionally, this corporation shall have the power to purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature, or description, as may be necessary or desirable to promote the primary purpose of this corporation; and to make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

(d) No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation, and on liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized and operated for charitable purposes as the board of trustees shall determine under Internal Revenue Code Section 501 subdivision (c)(3), or as the same may be amended.

(e) This corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt to influence legislation.

(f) This corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(g) The corporation shall not engage in any act of self dealing as defined in Section 4941 subdivision (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(h) The corporation shall not retain any excess business holdings as defined in Section 4943 subdivision (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(i) The 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.

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

(k) The 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.

ARTICLE THREE

REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The registered office and the street address for the initial registered office of the corporation is as follows:

Farr, Farr, Emerich, Sifrit, Hackett and Carr, P.A.
c/o Jack O. Hackett II
115 W. Olympia Ave.
P.O. Drawer 511447
Punta Gorda, FL 33951

The name of its initial registered agent at such address is Jack O. Hackett II.

ARTICLE FOUR

TERM OF CORPORATION

The term for which this corporation shall exist shall be perpetual or until the corporation shall be dissolved in accordance with the provisions of law.

ARTICLE FIVE

QUALIFICATIONS OF MEMBERS

The qualifications of members, the manner of admitting members and classes of membership may from time to time be fixed and established in the Bylaws of the corporation.

ARTICLE SIX

SUBSCRIBERS TO CORPORATION

The names and residences of the subscribers to these Articles of Incorporation who are the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joan Zeeb	4441 Sweetbay St. Port Charlotte, FL 33948
Patricia A. Grady	585 West Tarpon Blvd. Port Charlotte, FL 33952
Madeline Reed	18842 Ashcroft Circle Port Charlotte, FL 33948

ARTICLE SEVEN

BOARD OF DIRECTORS

The affairs of the corporation are to be managed by a Board of Directors comprised of not less than three individual members of the corporation and they shall be elected by the members at the annual meeting of the corporation, the number of directors and the time and place of the election of directors to be fixed and established in the Bylaws of the corporation from time to time. The Board of Directors annually shall elect from among the membership of said Board a Chairman and any other officers, as may be fixed and established in the Bylaws.

ARTICLE EIGHT

COMMITTEES

The Bylaws of the corporation may from time to time establish committees as well as their powers and duties. The Bylaws may further establish procedures for the election or appointment of members to the committees established therein.

ARTICLE NINE

OFFICERS

The Bylaws of this corporation may from time to time establish offices of the corporation, as well as their powers and duties. The Bylaws may from time to time fix and establish procedures for elections to fill the offices established therein. The names of the officers who

shall serve until the first election pursuant to these Articles of Incorporation are the following:

President	Joan Zeeb
First Vice President	Madeline Reed
Second Vice President	Melvin C. Pape
Secretary	Kathy A. Caldwell
Membership Secretary	George I. Kraus
Treasurer	Miriam Latin

ARTICLE TEN

NUMBER CONSTITUTING THE FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be 13, and the names and residences of the persons who shall serve as directors until the first election hereunder are the following:

<u>NAME</u>	<u>ADDRESS</u>
Robert A. Caldwell	1540 Schenley St. Port Charlotte, FL 33952
Kathy A. Caldwell	1540 Scheley St. Port Charlotte, FL 33952
Joan Zeeb	4441 Sweetbay St. Port Charlotte, FL 33948
Madeline Reed	18842 Ashcroft Circle Port Charlotte, FL 33948
Melvin C. Pape	3116 Miller St. Port Charlotte, FL 33980
George I. Kraus	23050 Rye Ave. NE Port Charlotte, FL 33980
Miriam Latin	64 Sabal Dr. Punta Gorda, FL 33950
Carmen Denny	4229 Drance St. Charlotte Harbor, FL 33980

Patricia Grady

585 West Tarpon Blvd.
Port Charlotte, FL 33952

Dr. William C. Hare

1089 Waterside St.
Port Charlotte, FL 33952

Daniel C. Taylor

1529 Kenmore St.
Port Charlotte, FL 33952

Thomas A. Macres

4126 Gardner Dr.
Port Charlotte, FL 33952

Wilma M. Carroll

19471 Hillsborough Blvd.
Port Charlotte, FL 33954-2006

ARTICLE ELEVEN

QUORUM

The bylaws of this corporation may from time to time fix and establish quorum requirements for general membership meetings. Quorum requirements shall never be less than 10% of the active membership as established by the bylaws. The bylaws of this corporation may also from time to time fix and establish procedures and requirements for proxy voting.

ARTICLE TWELVE

BYLAWS

The Board of Directors of this corporation shall have the power to make, adopt, alter, amend and rescind the Bylaws of the corporation in accordance with procedures as described therein.

ARTICLE THIRTEEN

AMENDMENTS

The Board of Directors of this corporation shall have the power to adopt amendments to these Articles of Incorporation by a majority vote of the directors then in office subject, however, to the statutory requirement for approval by and filing with the Secretary of State of the State of Florida.

ARTICLE FOURTEEN

DISTRIBUTION OF ASSETS ON DISSOLUTION

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. On the winding up and dissolution of this corporation, after payment of or adequate provision for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for charitable, religious, educational, and scientific purposes and which has established its tax-exempt status under Section 501, Subdivision (c)(3) of the Internal Revenue Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of the county in which this corporation's principal office is located, on petition therefor by any one of the last Board of Directors.

We, the undersigned, constituting the incorporators of this corporation, and including all the persons named herein as the subscribers, for the purpose of forming this non-profit charitable and eleemosynary corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 2nd day of July, 1998.

Joan Zeeb
Joan Zeeb

Patricia A. Grady
Patricia A. Grady

Madeline Reed
Madeline Reed

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 2nd day of July, 1998 by Joan Zeeb, Patricia A. Grady & Madeline Reed, who is personally known to me or who has produced FL Driver's Licenses as identification.

OFFICIAL NOTARY SEAL
CHRISTOPHER NASH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC735891
MY COMMISSION EXP. APR. 21, 2002

Christopher Nash
Signature of person taking acknowledgment

Christopher Nash
Name typed, printed or stamped

April 21, 2002
Commission Expiration

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That Horticultural Society of Charlotte County, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Incorporation, at City of Punta Gorda, County of Charlotte, State of Florida, has named:

JACK O. HACKETT II

located at 115 W. Olympia Ave., P.O. Drawer 511447, Punta Gorda, FL 33951, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

HORTICULTURAL SOCIETY OF CHARLOTTE COUNTY, INC.

By: _____

Joan Zeeb, President

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Jack O. Hackett II
Registered Agent