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***Dharma Properties, Inc.***

Rodney G. Romano, Corporate Counsel  
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\*\*\*\*122.50 \*\*\*\*122.50

Wednesday, September 16, 1998

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

SUBJECT: Taru Gardens, Inc.  
(non-profit incorporation)

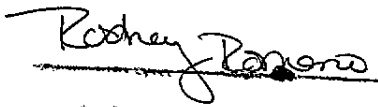
Dear Sir or Maám:

Enclosed is an original and one (1) copy of the Articles of Incorporation, acceptance by Registered agent and a check for \$122.50 for:  
\$35.00 filing fee  
\$35.00 Designation of Registered Agent  
\$52.50 Certified Copy

Please return the certified copy to my office at the above named address.

Sincerely,

  
Rodney Romano

 GAVE  
AUTHORIZATION BY PHONE TO  
CONTACT Art IV  
DATE 9-22-98  
DOC. EXAM. CB

  
9-22-98  
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**ARTICLES OF INCORPORATION**  
**OF**  
**TARU GARDENS INC.**

**FILED**  
98 SEP 21 PM 3:14  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME.**

The name of the corporation shall be:

TARU GARDENS, INC.

(hereinafter, "TARU GARDENS"). TARU GARDENS's name may not be changed to reflect or honor any financial contributor to the TARU GARDENS, INC.

**ARTICLE II. PRINCIPAL OFFICE.**

The principal place of business and mailing address of this corporation shall be:

C/O Rodney Romano  
14 South Swinton Ave.  
Delray Beach, Florida

**ARTICLE III. PURPOSES.**

The purposes for which this Corporation is formed are to receive moneys and disburse them exclusively for charitable, scientific, literary or educational purposes, including the encouragement of art and the preservation of the environment.

Without limiting or expanding the foregoing, the specific purpose for which Taru Gardens is organized is to educate and inspire individuals, particularly the young, about exotic and tropical ecosystems and their preservation. To accomplish this purpose, the Corporation will create one or more botanical gardens of museum quality. Incidental to such purposes, the Corporation may:

A. Aid, cooperate with or support other associations, institutions or corporations, wherever situated, which are themselves founded for or are committed or dedicated to purposes which are consonant with the purposes of this Corporation.

B. Own, maintain, improve and operate all facilities wherever necessary or appropriate for its purposes.

C. Acquire by purchase, grant, gift devise or bequest, either absolutely or in trust, and hold and dispose of such property as the purposes of the Corporation shall require; accept and administer any trust of property, real or personal or mixed, for any purposes within the objects of the Corporation; and prescribe by by-laws or otherwise, the terms and conditions upon which property, real or personal, shall be acquired or received. No powers of this Corporation shall be limited by the laws of any State relating to the use or investment of trust funds.

D. Form nonprofit corporations limited to the uses and purposes provided for in this Article Three, such corporation or corporations to be organized under the laws of any state or under the laws of the United States as may be determined by the Corporation; and upon the creation and organization of any such corporation, convey, transfer and deliver to any such corporation all or any part of the property and assets held by this Corporation.

E. In general, possess and exercise all the powers and privileges granted by the State of Florida, together with such powers and privileges incidental thereto as are necessary or convenient to the conduct, promotion or attainment of the objects of the Corporation.

1. The purposes, powers and activities specified in each of the foregoing clauses of this Article Three shall be regarded as independent purposes, powers and activities and shall be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this Certificate of Incorporation. Notwithstanding the above, . The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributed to, its directors, 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 the Bylaws and Articles of Incorporation. 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 publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. In no event shall the Corporation carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code") or (b) by a corporation, contributions which are deductible under Section 170(c) (2) of the Code.

#### **ARTICLE IV. MANNER OF ELECTION OF DIRECTORS:**

The number of members of The Board of Directors shall be designated in the by-laws. The board of directors shall consist of not more than seven persons with the number and term of the directors to be established by the Bylaws. Vacancies in the Board of Directors shall be filled by a majority vote of the remaining directors. Appointments to the Board of Directors shall be made by a majority vote of the directors whose terms have not expired.

The Board of Directors may, from time to time, select certain individuals to constitute an Advisory Board. These individuals may attend meetings of the Board of Directors, however, they shall have no vote and shall not be considered members of the TARU GARDENS, INC.'s Board of Directors.

**ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS.**

The name and Florida street address of the initial registered agent are:

Rodney G. Romano  
14 South Swinton  
Delray Beach, Florida 33444

**ARTICLE VI. INCORPORATOR.**

The name and address of the Incorporator to these Articles of Incorporation are:

Rodney G. Romano  
14 South Swinton  
Delray Beach, Florida 33444

**ARTICLE VII. RIGHTS AND RESTRICTIONS.**

All corporate powers shall be exercised by or under the authority of the Board of Directors. TARU GARDENS may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes of the TARU GARDENS. However, no part of the net earnings of TARU GARDENS shall inure to the benefit of or be distributable to any incorporator, trustee, or officer of the TARU GARDENS or any private individual. Thus, the TARU GARDENS shall be prohibited from naming or designating any of its buildings, funds, accounts, or other property in honor or reflection of any financial contributor or of any financial contribution to the TARU GARDENS. The Board of Directors shall have the right to amend the by-laws in order to limit or restrict donations, pledges, or gifts that are restricted or limited in their application. No substantial part of the activities of the TARU GARDENS shall be the carrying on of propaganda, or otherwise attempting to influence legislation, other than to provide expert testimony upon request, and the TARU GARDENS shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Governmental, military, paramilitary or political organizations shall in no case be beneficiaries of the Corporation, and the Corporation shall in all cases

repudiate and avoid any affiliation with such organizations. If any such organization or group, directly or indirectly, should offer significant financial or other support to the TARU GARDENS, the Corporation shall refuse such support unless it can be conclusively shown that said support shall not cause the donor to receive special consideration or treatment by the Corporation, nor shall give the donor undue influence over, or shall in any other way harm, the Corporation, its agents, trustees or advisors. If it is reasonable to conclude that such attempt to control or influence might reasonably occur, such offer or gift must be refused, forfeited, or returned to the donor.

No less than annually, the Corporation shall formulate a formal statement of specific goals and programs supported by the Corporation, which shall be communicated and made available to the public. This public statement shall not be exclusive, and other goals and programs may be adopted by appropriate action so long as they are included in the succeeding public statement.

#### **ARTICLE VIII. DISSOLUTION.**

In the event of the dissolution of TARU GARDENS, and after all liabilities and obligations of the TARU GARDENS have been paid, satisfied and discharged or adequate provisions made therefor, all remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable purposes and that are exempt organizations under 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE IX. MEMBERS.**

TARU GARDENS shall have no members.

#### **ARTICLE X. LIMIT ON LIABILITY AND INDEMNIFICATION.**

Limit on Liability. In every instance in which the Florida Nonprofit Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation, the directors and officers of TARU GARDENS shall not be liable to TARU GARDENS.

Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors and administrators. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the TARU GARDENS, INC.n and indemnification under policies of insurance purchased and maintained by the TARU GARDENS, INC.n or others. However, no person shall be entitled to indemnification by the TARU GARDENS, INC.n to the extent such person is indemnified by another, including an insurer.

**ARTICLE XI. INTERNAL REVENUE CODE.**

Each reference to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent federal tax law.

**ARTICLE XII. AMENDMENT OF ARTICLES OR BY-LAWS.**

Provisions of the by-laws of the Corporation may be adopted, and provisions of articles of incorporation and by-laws may be changed, amended, added to or repealed, only upon the affirmative vote of two-thirds of the directors, at a duly held meeting or without a meeting on written consent of all of the directors entitled to vote thereon.


Dated: \_\_\_\_\_

9/16/98

  
\_\_\_\_\_  
Rodney G. Romano, Incorporator

**TARU GARDENS, INC.**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Signature/ Registered Agent

September 16<sup>th</sup>, 1998

Date

**FILED**  
98 SEP 21 PM 3:14  
CLERK OF SUPERIOR COURT  
ALLAHOUSSE, FLORIDA