

N99 00000 3294

The Flowering Tree Society of Central Florida, Inc.

P.O. Box 3067
Orlando, FL 32802-3067

EFFECTIVE DATE

5-21-99

LETTER OF TRANSMITTAL

300002883883--4

-05/24/99--01076--012

*****87.50 *****87.50

25.00

TO: Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

DATE: May 21, 1999

FILED
99 MAY 24 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: The Flowering Tree Society of Central Florida, Inc.

ENCLOSED: Please find enclosed an original and one (1) copy of the articles of incorporation for The Flowering Tree Society of Central Florida Inc. Also enclosed is check for \$87.50 for the filing fee, a certified copy and certificate.

FROM: John P. Sullivan III
The Flowering Tree Society of Central Florida, Inc.
P.O. Box 3067
Orlando, FL 32802-3067
(407) 648-2225

John P. Sullivan III

F. CHESSEY MAY 2 8 1999

444 29305

F. CHESSEY MAY 2 7 1999

ARTICLES OF INCORPORATION OF
THE FLOWERING TREE SOCIETY OF CENTRAL FLORIDA, INC.

EFFECTIVE DATE (a Florida corporation not for profit)
5-21-99

FILED
99 MAY 24 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of The Flowering Tree Society of Central Florida, Inc. under the Florida Not For Profit Corporation Act, adopts the following articles of incorporation:

ARTICLE I. NAME.

The name of the corporation is The Flowering Tree Society of Central Florida, Inc., herein after Corporation, a Florida corporation not for profit.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business of this corporation shall be located in the City of Orlando, County of Orange, State of Florida. With the following mailing address: P.O. Box 3067, Orlando, FL 32802-3067.

ARTICLE III. PURPOSE.

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Within the scope of the foregoing, the corporation is specifically organized to promote, preserve and propagate flowering trees, and to improve the education of persons engaged in those horticultural pursuits and improving their products.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS.

The Directors named in the Article X, Initial Board of Directors shall hold office until the first annual meeting of the members when an election of Directors shall be held. Thereafter, the term of office of each Director shall be one year, or until the next annual meeting of members following his/her election or until his/her successor shall have been duly elected and qualified. The Directors shall be entitled by majority vote to designate specific, consenting members as "Ex Officio Directors" from time to time, and such Ex Officio Directors shall serve in an advisory capacity without vote at the pleasure of the Directors.

Not less than six (6) weeks prior to the annual meeting of the members, the Directors shall designate not less than three (3) members of the corporation to serve as a Nominating Committee charged with the responsibility of nominating members of the corporation for inclusion on the ballot for the election of Directors. No member's name shall be places on the ballot without such member first consenting thereto and agreeing to serve if elected.

The Nominating Committee shall present and disseminate its ballot to the membership at the regular monthly meeting held immediately prior to the annual meeting. Such ballot shall provide that it may be cast by proxy or in person at the annual meeting of the corporation, and shall contain blank spaces for the nomination of additional members as candidates to serve as Directors of the corporation. Any member of the corporation shall have the right to nominate another member as a candidate for Director at either the monthly meeting immediately preceding the annual meeting or at the annual, provided only that any such nominee shall have consented to such nomination and agreed to serve if elected. Upon the election of Directors at the annual meeting, the Nominating Committee shall be dissolved.

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent of this corporation is John P. Sullivan III, 6655 Parson Brown Drive, Orlando, Florida 32819.

ARTICLE VI. INCORPORATOR.

The name and street address of the incorporator is as follows:

John P. Sullivan III 6655 Parson Brown Dr.
Orlando, FL 32819

ARTICLE VII. TERMS.

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE VIII. ACTIVITIES NOT PERMITTED.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IX. DEDICATION AND DISTRIBUTION OF ASSETS.

No part of the net earnings of the corporation shall inure to the benefit of 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 upon dissolution of the corporation.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the corporation is then located, exclusively for such purposes.

ARTICLE X. INITIAL BOARD OF DIRECTORS.

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The names and

addresses of the first members of the Board of Directors are as follow:

Virginia Darden	425 E. Gore Orlando, FL 32806
Robin Esakof	2467 Runyon Circle Orlando, FL 32837
Grace Geisman	2206 E. Concord St. Orlando, FL 32803
Jim Gerace	430 Sunrise Court Orlando, FL 32803
Allen Manassa	910 Little Bend Altamonte Springs, FL 32714
Chris Rubino	8762 Pisa Dr., #221 Orlando, FL 32810
John P. Sullivan	6655 Parson Brown Dr. Orlando, FL 32819
Jim Thompson	11201 Purple Plum Ct. Orlando, FL 32821
Daniel Wood	4593 Beach Blvd. Orlando, FL 32803

ARTICLE XI. INDEMNIFICATION.

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the corporation (whether or not he/she is a Director or Officer of the corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE XII. MEMBERSHIP.

The membership of this corporation shall consist of all persons herein named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the Corporation, and paying the required minimum annual membership fee, as established from time to time in accordance with the Bylaws. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The different classes of membership (if any); the property, voting and other rights and privileges of members; and their liability for dues and assessments and the method of collection thereof shall be as set forth in the Bylaws.

ARTICLE XIII. BYLAWS.

The Board of Directors of this corporation shall provide the initial Bylaws for the conduct of the business of the corporation and the carrying out of its purposes. Thereafter, the Bylaws of the corporation shall only be amended, altered or rescinded not more than once a year, and only by majority vote of a quorum of the membership of the corporation present in person or by proxy at the annual meeting of the corporation, subject to any limitations set forth in the Florida Not For Profit Corporation Act.

Any proposed amendment, alteration or rescission of the Bylaws shall be submitted in writing by three (3) or more members of the corporation to the Board of Directors not less than six (6) weeks prior to the next annual meeting of the corporation. The Board of Directors shall then either give verbal notice of such proposal to the membership at the monthly meeting immediately preceding the annual meeting (at which time proxy ballots shall be made available to the members of the corporation), or give written notice of such proposal to the members not less than two (2) weeks prior to the annual meeting of the corporation (which written notice shall contain a proxy ballot).

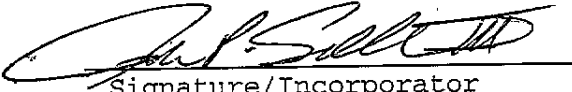
ARTICLE XIV. AMENDMENTS TO ARTICLES OF INCORPORATION.

An amendment to these Articles of Incorporation may be proposed by any Director or member of the corporation, but such

amendment may be adopted only after receiving an affirmative vote of the majority of the members.

ARTICLE XV. EFFECTIVE DATE OF INCORPORATION

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 21st day of MAY, 1999, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


Signature/Incorporator

MAY 21st, 1999
Date

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

MAY 21, 1999
Date

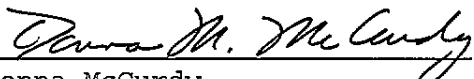
STATE OF FLORIDA)
) SS:
COUNTY OF ORANGE)

FILED
99 MAY 24 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


I HEREBY CERTIFY that on this 21st day of May 1999, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, John P. Sullivan III to me well known and known to me to be the individual described in and who executed the foregoing instrument as Incorporator of The Flowering Tree Society of Central Florida, Inc., and acknowledged to and before me that he signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Orlando, Florida, the day and year last above

DONNA M. McCURDY
Notary Public, State of Florida
My comm. expires Oct. 7, 1999
No. CC 496870
(SEAL)


Donna McCurdy
Resident of Orange County
My Commission Expires: Oct. 7, 1999

Having been named to accept service of process for The Flowering Tree Society of Central Florida, Inc., at the place designated in the foregoing Articles of Incorporation, 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.


John P. Sullivan III

5/21/99