

N99000004233

TRANSMITTAL LETTER

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

200002820522--4
-07/01/99--01032--005
*****70.00 *****70.00

SUBJECT: Palm Beach Professional Orchid
(Proposed corporate name - must include suffix)
Growers, Inc.

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Kenni F Judd PA
Name (Printed or typed)

1898 Jung Isles Blvd
Address

NPB FL 33408
City, State & Zip

561 630 6740
Daytime Telephone number

FILED
99 JUL -1 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FL 32314

NOTE: Please provide the original and one copy of the articles.

1575
7-15
WS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 6, 1999

KENNI F. JUDD, PA
1898 JUNO ISLES BLVD.
N. PALM BCH, FL 33408

SUBJECT: PALM BEACH PROFESSIONAL ORCHID GROWERS, INC.
Ref. Number: W99000015545

We have received your document for PALM BEACH PROFESSIONAL ORCHID GROWERS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 999A00035092

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99 JUL -1 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
NOT-FOR-PROFIT CORPORATION

ARTICLES OF INCORPORATION

OF

Palm Beach Professional Orchid Growers, Inc.

The undersigned acting as sole incorporator of a corporation under Chapter 617, Florida Statutes, as amended, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Palm Beach Professional Orchid Growers, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The street address of the initial principal office of the corporation is 17711 130th Ave. N, Jupiter, FL 33478..

FOURTH: The corporation is organized and shall be operated exclusively for purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code. Such purposes shall include but shall not be limited to the promotion of the common business interests of its members by promoting higher business standards, better business methods, the use of the goods and services of the orchid industry in general, and the integrity of the local commercial orchid market. It is intended that said Corporation shall qualify as an exempt organization under Section 501(c)(6) of the Code.

FIFTH: Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The corporation shall be a not-for-profit corporation and shall have no authority to issue capital stock.

(b) The corporation shall be a membership corporation. The qualifications for members and the manner of their admission shall be as regulated by the by-laws of the corporation.

(c) The affairs and business of the corporation shall be managed by a Board of Directors having at least ten (10) Directors but no more than twelve (12). Each member of the Board of Directors shall have one vote. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation.

(d) Without in any way limiting the foregoing, the corporation shall have those powers granted by Chapter 617 of the Florida Statutes.

(e) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; 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. Notwithstanding any other provision of these Articles of Incorporation or the by-laws of the corporation, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(f) Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative vote of two-thirds of the Board of Directors. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or shall be distributed to a federal, state or local government, for a public purpose.

(g) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of the corporation, the following provisions shall apply:

The corporation shall distribute the income of 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.

The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(h) Except as may otherwise be required by law, the corporation may, at any time, by the affirmative vote of two-thirds of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for non-profit business league purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(6) of the Internal Revenue Code.

(i) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

SIXTH: The street address of the initial registered office of the corporation is 1898 Juno Isles Blvd., North Palm Beach, FL 33408, and the name of its initial registered agent at such address is Kenni Judd.

SEVENTH: The name and address of the persons who are to serve as the initial directors until the first annual election of directors pursuant to the by-laws of the corporation are set forth on Exhibit "A" hereto.

EIGHTH: The name and address of the sole incorporator to these Articles of Incorporation is: Kenni Judd, 1898 Juno Isles Blvd., North Palm Beach, FL 33408.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 30 day of June, 1999.

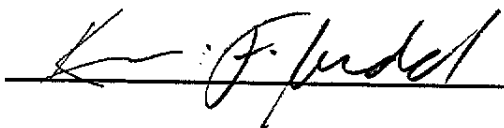
_____, Incorporator

Exhibit "A"

Initial Directors and Officers

Nancy Priess, Laurel Orchids:	President, Director
Kenni Judd, Juno Beach Orchids:	Vice-President, Director
Michael Riley, MGR Orchids:	Treasurer, Director
Martha Merkle, Alberts & Merkle Orchids:	Secretary, Director
Robert Cashen, Cashen's Orchids:	Director
Mark Edlund, Orchid Acres, Inc:	Director
Woody Robbins, Miramar Orchids	Director
Gene Monier, J.E.M. Orchids:	Director
Bruce Pearson, Tropical World	Director
Elaine Saegert, Saegert's Orchids	Director

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM**

PROCESSMAYBESERVED

The following is submitted in accordance with the requirements of
Chapter 48.091, Florida Statutes:

Palm Beach Professional Orchid Growers, Inc.,, desiring to organize
under the laws of the State of Florida with its registered office, as indicated in
the Articles of Incorporation, in the County of Palm Beach, State of Florida, has
named Kenni Judd located at 1898 Juno Isles Blvd., North Palm Beach, FL
33408, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated
corporation at the place designated in this Certificate, I hereby accept to act in
this capacity and agree to comply with the provisions of Chapter 48.091, F.S.
relative to keeping open said office. Accepted this 30 day of June, 1999.

Kenneth F. Judd, Registered Agent

FILED
99 JUL -1 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA