

**CHARTER
FLORIDA FEDERATION OF GARDEN CLUBS, INC.**

ARTICLES OF INCORPORATION

ARTICLE I The name of the Corporation is: FLORIDA FEDERATION OF GARDEN CLUBS. INCORPORATED. The location of the Corporation shall be Mead Botanical Garden, Winter Park, Florida

ARTICLE II - OBJECT

The general nature and object of this non-profit Corporation shall be:

To organize themselves into a non-profit association for the purpose of engaging in activities which are charitable, educational and scientific within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954.

Specifically, the purposes of the association are as follows:

(a) To further the education of the members and the public in the fields of gardening, horticulture, botany, floral design, landscape design, environmental awareness through the conservation of natural resources, civic beautification, nature studies, and to instill in our youth the love of gardening and the respect for and protection of the environment.

(b) To encourage the erection of memorials to veterans of the United States armed forces;

(c) To co-ordinate the interests of the several Garden Clubs in the State of Florida to the extent such co-ordination represents a furtherance of the activities specified in (a) and (b) above provided always that such purposes shall be effectuated by activities which are within the scope of Section 501 (c)(3) of the Internal Revenue Code of 1954.

(d) To do and perform all other acts and things necessary to carry out the purposes of this Corporation as a Corporation not for profit in accordance with the law in such cases made and provided.

ARTICLE III

The qualifications of members and the manner of this admission shall be regulated by the rules and regulations of the Bylaws of the Corporation.

ARTICLE IV

The term of existence of this Corporation shall be perpetual unless dissolved by law.

ARTICLE V

The names and resident addresses of the subscribers are as follows:

Names Addresses

Mrs. Halle Cohen, President 2241 River Road, Jacksonville, FL

Mrs. Eugene A. Smith, 1st VP 315 SE 17th Ave., Ft. Lauderdale, FL

Mrs. J. Adams Bruce, 2nd VP 82 Columbia Ave, Tampa, FL

Mrs. John R. Parkinson, 3rd VP Box 666, Daytona Beach, FL

Mrs. L. P. Sheerwood, Rec. Secretary 324 N. Lakeside Ct., W. Palm Beach, FL

Mrs. Arthur P. Coe, Corresponding Secretary 2577 Forbes St. Jacksonville, FL

Mrs. W. Lee Barber, Treasurer 4310 SW 2nd St., Miami, FL

ARTICLE VI

Section 1. The affairs of the Corporation shall be conducted and administered by its elected Officers and a Board of Directors.

Section 2. The elected Officers of the Corporation shall be a President, a First Vice-President, a Second Vice-President, a Third Vice-President, a Recording Secretary, a Treasurer, and such other elected officers as may be provided for from time to time in the Bylaws. Each of such officers shall be elected at the Annual Convention held during

odd numbered years.

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Section 3. The Board of Directors of the Corporation shall consist of its Officers, all past Presidents of the Federation, the Chairman of the Headquarters and Endowment Trustees, the Chairman of each committee authorized by or appointed pursuant to the Bylaws, and one Director (referred to as "District Director") from each District of the State of Florida established pursuant to the Bylaws.

Section 4. The manner of electing and the powers, duties and terms of office of all Officers, the manner of electing each District Director, and the procedure for filling a vacancy in any office or in the Board of Directors shall be as provided in the Bylaws.

ARTICLE VII

The Corporation shall hold an Annual Convention, the place and date of which shall be determined by the Board of Directors of the Corporation and during which the Annual Meeting of the Members of the Corporation shall be held.

ARTICLE VIII

Section 1. The Bylaws may be amended at any Annual Convention by a two-thirds (2/3) vote of the members present and voting, providing the proposed amendments shall have been presented in writing to the Board of Directors for approval, and a copy of the approved amendments shall have been sent to each member Club at least four (4) weeks before the Convention.

Section 2. Without such notice the Bylaws may be amended at any annual convention by a unanimous vote.

ARTICLE IX

The total liabilities of the Corporation at any one time shall not be greater than an amount which is equal to two thirds (2/3) of the total fair market value of all assets owned by the Corporation at that time.

ARTICLE X

The amount and value of real estate which the Corporation may hold is \$1,000,000 subject to the laws in such cases made and provided.

ARTICLE XI

Section 1. 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 charitable purposes.

Section 2. Upon the dissolution of the Corporation or winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and the regulations thereunder; and no Member, Director, or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any such assets.

Section 3. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XII

These Articles of Incorporation may be amended at any annual meeting of the Members of the Corporation by a two thirds vote of the Members present and voting at any such meeting when a quorum is present; provided, however, the amendments to be so adopted at such meeting must first have been approved by the Board of Directors of the Corporation by a two thirds (2/3) vote of those Directors present at an annual or special meeting of the Board of Directors when a quorum is present and which is duly called for such purpose, and a copy of the amendments so approved by the Board of Directors must be sent to each Member Club (as defined in the Bylaws) at least four (4) weeks before such Annual Meeting of the Members of the Corporation. Notwithstanding the foregoing.

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these Articles of Incorporation may be amended without sending the proposed amendments approved by the Board of Directors to the Member Clubs in the manner aforesaid if the proposed amendments so approved by the Board of Directors shall be approved by a unanimous vote of all the Members of the Corporation present and voting at any Annual Meeting of such Members when a quorum is present.

STATE OF FLORIDA COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared Mrs. Halle Cohen who acknowledged to and before me, that she is one of the subscribers in the above and foregoing Charter, and she, on oath, states that it is intended in good faith to carry out the purposes and objects set forth in said charter.

Mrs. Halle Cohen

Affiant

Sworn to and subscribed before me a Notary Public, at Jacksonville, Duval County, Florida, this 23rd day of May, A.D. 1952 Julius L. Mack, Notary Public

Charter Amended April 18, 1958

Recorded in the Circuit Court of the Tenth Judicial Circuit - Bartow, Florida

June 2, 1958 Charter Signed: D. O. Rogers, Circuit Judge

Charter Amended June 13, 1960

Charter Amended April 14, 1961 - Recorded August 9, 1961

Charter Amended May 13, 1964 - Recorded July 17, 1964

Charter Amended April 16, 1970 - Recorded June 18, 1970

Charter Amended April 6, 1993 - Recorded April 1993

Charter Amended May 1, 2003 Recorded August 18, 2003