

ARTICLES OF INCORPORATION FOR
FLORIDA WILDFLOWER FOUNDATION, INC.

The undersigned for the purpose of forming a non-profit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

Article I. Name. The name of the Corporation is: the Florida Wildflower Foundation, Inc.

Article II. Address. The principal place of business and Mailing address of the corporation is 1126 Brandt Drive, Tallahassee, Florida 32308.

Article III. Specific Purpose. The specific purpose of the corporation is exclusively charitable, and through its educational and scientific programs, the corporation's purpose is to substantially expand the knowledge and planting of native wildflowers and grasses throughout Florida. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization 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 purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article IV. Manner of Election. The original directors were appointed by the Florida Wildflower Advisory Council. Hereafter, directors will be nominated by the Foundation.

Article V. Initial Directors and Officers. The initial Directors of the corporation are:

Dr. Benjamin Brumberg, Ombudsman
Florida Department of Environmental Protection
3900 Commonwealth Blvd., MS 49
Tallahassee, FL 32399-3000

Phone: (850) 921 -1222

W. Charles Clayton, Jr.
Partner, Clayton Realty
1011 North Wymore Road
Winter Park, FL 32789
Phone: (407) 622-0000

David Drylie, L.A.
Green Images
P.O. Box 1330
Christmas, FL 32709
Phone: (407) 568-2061

Jeff Caster, L.A.
Florida Department of Transportation
605 Suwannee Street, MS 37
Tallahassee, FL 32399-0450
Phone (850) 922-7210

Anne MacKay
12050 East Hwy 25
Ocklawaha, FL 32179
Phone: (352) 288-2333

Dr. Terril A. Nell, Professor and Chairman
University of Florida Environmental Horticulture Department
P.O. Box 110670
Gainesville, FL 32611-0670
Phone: (352) 392-3870

Rocky Randels, Mayor
City of Cape Canaveral
105 Polk Ave.
City of Cape Canaveral
Cape Canaveral, FL 32920-0326
Phone: (321) 784-5694

Carolyn Schaag, President
Florida Federation of Garden Clubs
2332 Bay Circle
Palm Beach Gardens, FL 33410
Phone: (561) 622-8016

David Willis
128 Dardanella Ave.

Lake Placid, FL 33852
Phone: (863) 699-2539

Article VI. Initial Registered Agent and Street Address. The street address of the initial Registered Office of the Corporation is 1126 Brandt Drive, Tallahassee, Florida 32308. The name of the initial registered agent at this address is Gary L. Henry.

Article VII. Name and Address of the Incorporator. The name and address of the Incorporator is:

Mr. Gary L. Henry, L.A.
Florida Wildflower Foundation
1126 Brandt Drive
Tallahassee, FL 32308

IN WITNESS WHEREOF, the undersigned have signed the Articles of Incorporation on the 24th day of July, 2002.

BEFORE ME personally appeared Gary L. Henry, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledge to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal the 24th day of July, 2002.



Joan M. Durden
MY COMMISSION # CC899518 EXPIRES
February 16, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public

My Commission expires:

Joan M. Durden
Joan M. Durden

THE UNDERSIGNED HEREBY accepts the appointment as Registered Agent of the FLORIDA WILFLOWER FOUNDATION, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 24 day of July, 2002

Gary L. Henry
Gary L. Henry, L.A.
Registered Agent

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
The Florida Wildflower Foundation, Inc.
(present name)

NO1000001078
(document Number of Corporation (If Known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida Nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

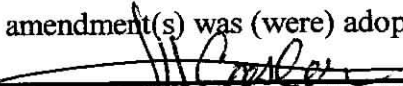
FIRST: AMENDMENT(S) ADOPTED: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED)

Article III. Specific Purpose

ADD: Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

SECOND: The date of the adoption of the amendment(s) was: February 21, 2002

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendments. The amendment(s) was (were) adopted by the board of directors.



Signature of Chairman, vice-Chairman, President or other officer

JEFF CASTER

Type or Printed name

2ND VICE CHAIR

Title

7/24/02

Date