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December 13, 2002

OF COUNSEL: PHILIP A. THARP
(407) 849-1054
FAX (407) 849-1435

SENT VIA FACSIMILE (407) 740-0671

Lori Sims, CPA

Re: Bloom & Grow Garden Society, Inc.

Dear Lori:

Pursuant to my phone conversation with Bev Walker, attached is a copy of Articles of Incorporation for the above.

I understand you will prepare the 501(c)3 application and obtain the Federal Employer I.D. Number. I will prepare the By-Laws for the Corporation.

Please contact me if you have any questions or concerns.

Sincerely,

Charles Cramer/dmm

Charles W. Cramer
(Signed in his absence to avoid delay)

CWC:dmm

Enclosures

cc: Bev Walker



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 9, 2002

CHARLES W. GRAMER
1411 EDGEWATER DRIVE, SUITE 100
ORLANDO, FL 32804

The Articles of Incorporation for **BLOOM & GROW GARDEN SOCIETY, INC.** were filed on December 6, 2002 and assigned document number **NC2000009440**. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT/UNIFORM BUSINESS REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT/UNIFORM BUSINESS REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT/UNIFORM BUSINESS REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT/UNIFORM BUSINESS REPORT AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT/UNIFORM BUSINESS REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Shannon Elliott, Document Specialist
New Filing Section

Letter Number: 702A00065131

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of BLOOM & GROW GARDEN SOCIETY, INC., a Florida corporation, filed on December 6, 2002, as shown by the records of this office.

The document number of this corporation is N02000009440.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Ninth day of December, 2002



CR28022 (7 02)

Jim Smith

Jim Smith
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BLOOM & GROW GARDEN SOCIETY, INC.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a Corporation for non-profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of this Corporation shall be Bloom & Grow Garden Society, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 17529 Deer Isle Circle, Killarney, Florida 34740.

ARTICLE III: PURPOSE

The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including the making of distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

**ARTICLE IV: INITIAL REGISTERED
OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 1411 Edgewater Drive, Suite 100, Orlando, Florida, 32804. The name of the initial registered agent of this Corporation at that address is Charles W. Cramer.

ARTICLE V: RESTRICTIONS

A. No Private Inurement. No part of the earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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 Article III hereof. The Corporation shall not have capital stock or shareholders.

B. No Substantial Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

C. No Political Campaigning. The Corporation 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.

D. Irrevocable Dedication. The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE VI: DIRECTORS

A. Number. The Directors of the Corporation shall consist of not fewer than three (3) Directors and not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time.

B. Initial Directors. The initial Board of Directors are as follows:

Bev Walker
17529 Deer Isle Circle
Killarney, Florida 34740

Fran Biggin
13019 Water Point Blvd.
Windermere, Florida 34786

Kay Vanderley
P. O. Box 575
Oakland, Florida 34760

Nancy Sines
122 Valendia Shores Dr.
Winter Garden, FL 34787

Helen Kennedy
608-25 S. Main Avenue
Clennon, FL 34711

Jeanne Polarolo
2127 Lake Crescent Ct.
Windermere, FL 34768

Jackie Brown
1424 Kelso Blvd.
Windermere, FL 34768

C. Powers. The Board of Directors shall govern the Corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the Bylaws and other corporate governing documents (except these Articles of Incorporation), by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

D. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

E. Amendment. The Board of Directors shall have the power to amend these Articles of Incorporation, by a majority vote of the Directors then in office, in any way not inconsistent with the laws of the State of Florida or of the United States.

F. Election. The method of electing the Board of Directors shall be contained in the Bylaws.

ARTICLE VII: INCORPORATOR

The name and address of the incorporator of this Corporation is:

Charles W. Cramer, Esq.
1411 Edgewater Drive, Suite 100
Orlando, Florida 32804

ARTICLE VIII: DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code or shall be distributed to the Federal Government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court having jurisdiction over the Corporation to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE IX – MEMBERS

The Corporation shall not have members.

ARTICLE X – POWERS

A. General. The Corporation shall have all the rights and powers customary and proper for tax-exempt non-profit Corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes, as amended.

B. Restrictions. Notwithstanding any other provisions of the Articles of Incorporation or this amendment to the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a Corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

C. Charitable Trusteeship, etc. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of the Articles of Incorporation,

including the power to act as trustee.

ARTICLE XI – PRIVATE FOUNDATION RESTRICTIONS

Until the Internal Revenue Service issues a determination letter regarding the tax exemption of the Corporation and thereafter for such time as the Corporation continues to be a private foundation within the meaning of Section 509 of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law), notwithstanding any other provision of the Articles of Incorporation or this amendment to the Articles of Incorporation, this Article XI shall apply and the Corporation shall;

1. Not engage in any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code that would subject the Corporation to tax under Section 4941 of the Internal Revenue Code;

2. Distribute its income for each taxable year for the purposes specified in Article III of the Articles of Incorporation, at such time, in such manner, and in such amounts as are necessary to avoid subjecting the Corporation to tax under Section 4942 of the Internal Revenue Code;

3. Not retain any "excess business holdings" (as defined in Section 4943(e) of the Internal Revenue Code) that would subject the Corporation to tax under Section 4943 of the Internal Revenue Code;

4. Not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Corporation (within the meaning of Section 4944 of the Internal Revenue Code) that would subject the Corporation to tax Under Section 4944 of the Internal Revenue Code; and

5. Not make any "taxable expenditures" (as defined in Section 4945(d) of the Internal Revenue Code) that would subject the Corporation to tax under Section 4945 of the Internal Revenue Code.

Each reference in this Article XI to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States Internal Revenue law.

ARTICLE XII - LIMITATION OF LIABILITY

A. **Limitation.** The personal liability is hereby eliminated entirely of a director to the Corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his/her duties of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Florida Chapter 617, as amended; (iv) for any transaction from which the director derived an improper personal benefit; or (v) for any excise tax prescribed by Internal Revenue Code, Sections 4940 through 4945 (including the corresponding provisions of any future United States Internal Revenue law, and not restricting the Corporation from providing insurance in connection with such excise taxes).

B. **No Effect on Prior Liability.** Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of the Articles of Incorporation or this amendment to the Articles of Incorporation, when such provision becomes effective.

C. **Amendment.** Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a

director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by ninety percent (90%) of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not-For-Profit Corporation Code to authorize the further elimination or limitation of liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Code, in addition to the limitation on personal liability provided herein.

D. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

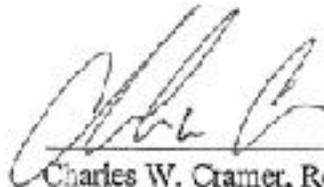
The undersigned incorporator has made and subscribed these Articles of Incorporation this 2 day of December, 2002.


Charles W. Cramer, Esq., Incorporator

ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent for the above mentioned Corporation of the State of Florida designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, §607.0505 of the Florida Statutes.

Done this 2 day of December, 2002.



Charles W. Cramer, Registered Agent

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

