

State of Florida



Department of State

I certify the attached is a true and correct copy of the Restated Articles of Incorporation, filed on May 8, 2003, for NAPLES GARDEN CLUB, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 706875.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twelfth day of May, 2003



CR2EO22 (2-03)

Glenda E. Hood
Glenda E. Hood
Secretary of State



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 12, 2003

R. TIMMIS WARE, ESQ.
286 18TH AVENUE SOUTH
NAPLES, FL 34102

Re: Document Number 706875

The Restated Articles of Incorporation for NAPLES GARDEN CLUB, INC., a Florida corporation, were filed on May 8, 2003.

The certification you requested is enclosed.

Should you have any questions concerning this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Thelma Lewis
Document Specialist Supervisor
Division of Corporations

Letter Number: 203A00029159

ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
NAPLES GARDEN CLUB, INC.

FILED
03 MAY -8 PM 4: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation restates its articles of incorporation as follows:

ARTICLE I - NAME

The name of the corporation shall be NAPLES GARDEN CLUB, INC. and its principal office shall be located at 1051 Fifth Avenue South, Naples, Florida 34102.

ARTICLE II - PURPOSE

The corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. In particular, the corporation shall stimulate knowledge and love of gardening, increase interest in the artistic design of plant material, encourage community planting and beautification, aid in the protection of native trees, plants and birds, support worldwide ecological efforts and perform any act incidental to, or in connection with, the foregoing purposes. The corporation may solicit, receive and maintain a fund or funds of real or personal property and shall apply the whole or any part of the income or principal thereof exclusively for exempt purposes, including, but not limited to, the purposes and activities heretofore described. Such income or principal may be applied by such agencies and means as shall from time to time be found appropriate and as are lawful for a not for profit corporation. Title to all property of the corporation shall be held in the name of the corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the corporation. Any gift, bequest, devise or donation of any kind whatsoever to the corporation or its Board of Directors shall be deemed to vest title in the corporation. Notwithstanding any other provision of these Articles to the contrary, (i) no part of the net earnings, current or accumulated, or property of the corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(3) of the Code), director, officer, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles, (ii) the corporation shall not have the power to declare dividends, (iii) no substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, (iv) the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, (v) the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to

which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code and (vi) during such period, or periods, as the corporation is treated as a "private foundation" pursuant to section 509 of the Code, the corporation must comply with the following: (a) the corporation shall distribute its net revenues at such time and in such manner so as not to subject the corporation to tax under section 4942 of the Code, (b) the corporation shall be prohibited from engaging in any act of self-dealing (as defined in section 4941(d) of the Code), (c) the corporation shall be prohibited from retaining any excess business holding (as defined in section 4941(d) of the Code) which would subject the corporation to tax under section 4943 of the Code, (d) the corporation shall be prohibited from making any investments or otherwise acquiring assets in such manner so as to subject the corporation to tax under section 4944 of the Code, (e) the corporation shall be prohibited from retaining any assets which would subject the corporation to tax under section 4944 of the Code if the Directors have acquired such assets and the corporation shall be prohibited from making any taxable expenditures (as defined in section 4945(d) of the Code).

ARTICLE III - MEMBERSHIP

Any individual shall be entitled to membership in the corporation providing he or she is seriously interested in the purpose of the club, as set forth in Article II above, and upon payment of the required dues, as set forth in the Bylaws of this corporation. The classes of membership and the required dues for each such class of membership shall be as set forth in the Bylaws.

ARTICLE IV - EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V - DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors consisting of such number of members, not less than three (3), as shall be specified in or fixed in accordance with the Bylaws. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws, but the corporation must never have fewer than three directors. Directors shall be elected or appointed in the manner and for the terms provided in the Bylaws.

ARTICLE VI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to one or more organizations qualified as exempt under section 501(c)(3) of the Code.

ARTICLE VII - AMENDMENTS

The Bylaws of this corporation shall be made, altered or rescinded by the Board of Directors, subject to the approval of the general membership at any meeting thereof. The general membership of the corporation may at any annual meeting, or a special meeting, after notice the object and purpose thereof, amend these Articles of Incorporation by majority vote.

NAPLES GARDEN CLUB, INC.

Catherine K. Ware

Signature of Chairman, Vice Chairman, President or other officer

Catherine K. Ware

Typed or printed name

President

Title

March 31, 2003

Date

CERTIFICATE

THE UNDERSIGNED does hereby certify that:

1. The foregoing ARTICLES OF RESTATEMENT OF ARTICLES OF INCORPORATION OF NAPLES GARDEN CLUB, INC. contains amendments to the articles requiring member approval.

2. The amendments adopted are:

FIRST: Article II is amended to read as follows:

"ARTICLE II - PURPOSE

The corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. In particular, the corporation shall stimulate knowledge and love of gardening, increase interest in the artistic design of plant material, encourage community planting and beautification, aid in the protection of native trees, plants and birds, support worldwide ecological efforts and perform any act incidental to, or in connection with, the foregoing purposes. The corporation may solicit, receive and maintain a fund or funds of real or personal property and shall apply the whole or any part of the income or principal thereof exclusively for exempt purposes, including, but not limited to, the purposes and activities heretofore described. Such income or principal may be applied by such agencies and means as shall from time to time be found appropriate and as are lawful for a not for profit corporation. Title to all property of the corporation shall be held in the name of the corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the corporation. Any gift, bequest, devise or donation of any kind whatsoever to the corporation or its Board of Directors shall be deemed to vest title in the corporation. Notwithstanding any other provision of these Articles to the contrary, (i) no part of the net earnings, current or accumulated, or property of the corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(3) of the Code), director, officer, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles, (ii) the corporation shall not have the power to declare dividends, (iii) no substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, (iv) the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, (v) the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from

federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code and (vi) during such period, or periods, as the corporation is treated as a "private foundation" pursuant to section 509 of the Code, the corporation must comply with the following: (a) the corporation shall distribute its net revenues at such time and in such manner so as not to subject the corporation to tax under section 4942 of the Code, (b) the corporation shall be prohibited from engaging in any act of self-dealing (as defined in section 4941(d) of the Code), (c) the corporation shall be prohibited from retaining any excess business holding (as defined in section 4941(d) of the Code) which would subject the corporation to tax under section 4943 of the Code, (d) the corporation shall be prohibited from making any investments or otherwise acquiring assets in such manner so as to subject the corporation to tax under section 4944 of the Code, (e) the corporation shall be prohibited from retaining any assets which would subject the corporation to tax under section 4944 of the Code if the Directors have acquired such assets and the corporation shall be prohibited from making any taxable expenditures (as defined in section 4945(d) of the Code)."

SECOND: Article III is amended to substitute the word "purpose" for the word "object."

THIRD: Article VI is renumbered Article VII.

FOURTH: A new Article VI shall read as follows:

"ARTICLE VI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to one or more organizations qualified as exempt under section 501(c)(3) of the Code."

3. The date of adoption of the amendments was March 31, 2003.
4. The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

NAPLES GARDEN CLUB, INC.

Catherine K. Ware

Signature of Chairman, Vice Chairman, President or other officer

Catherine K. Ware

Typed or printed name

President

Title

March 31, 2003

Date

State of Florida



Office of Secretary of State

J. Tom Adams, Secretary of State of the State of Florida,
do hereby certify that the above and foregoing is a true and correct copy of

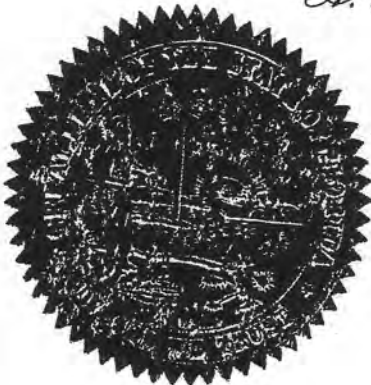
CERTIFICATE OF INCORPORATION

OF

NAPLES GARDEN CLUB, INC.,

a corporation not for profit organized and existing under
the Laws of the State of Florida, filed on the 24th day
of February, A. D., 19 64 as shown by the records of
this office.

*Given under my hand and the Great Seal of
the State of Florida at Tallahassee, the Capital,
this the 24th day of February,
A. D. 19 64.*



J. Tom Adams
Secretary of State

Recorded in Official Records Book
of COLLIER COUNTY, FLORIDA
MARGARET T. SCOTT
Clerk of Circuit Court

OFFICIAL RECORDS
COLLIER COUNTY, FLORIDA
MAY 7 12 59 PM '64
MARGARET T. SCOTT
CLERK OF CIRCUIT COURT

CHARTER OF NON-PROFIT CORPORATION
OF

NAPLES GARDEN CLUB, INC.

RECEIVED
1964 FEB 23 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to non-profit corporations, as set forth in Chapter 617 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation shall be NAPLES GARDEN CLUB, INC. and its principal office shall be located in Naples, Florida.

ARTICLE II - OBJECT

The general nature and purposes of the corporation shall be to stimulate the knowledge and love of gardening among amateurs, to aid in the protection of native trees, plants and birds, and to encourage civic planting and beautification.

ARTICLE III - MEMBERSHIP

Any individual shall be entitled to membership in this corporation providing they are seriously interested in the object of the club, as set forth in Article II above, and upon payment of the required dues, as set forth in the By-laws of this corporation. Membership shall be of four (4) classes: (a) active; (b) sustaining; (c) life; (d) honorary. The required dues for each class of membership shall be as set forth in the By-laws.

ARTICLE IV - EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V. - SUBSCRIBERS

The names and residences of the subscribers are:

Mrs. John A. Burnham, Jr., 1825 4th Street, South, Naples, Fla.
Robert Lindabury, 1341 10th Street, North, Naples, Florida.
Mrs. Albert J. Tatu, Isles of Capri, Naples, Florida.
Robert Coe, 1223 Forest Avenue, Naples, Florida.

ARTICLE VI. - OFFICERS

The affairs of this corporation shall be managed by a Board of Directors consisting of not less than three (3) and no more than Eleven (11) members.

ARTICLE VII - FIRST OFFICERS

The names of the officers who shall manage the affairs of this corporation until the first election under this Charter are as follows:

- Mrs. Helen L. Burnham - President
- Mr. Robert Lindabury - Vice President
- Mrs. Hilda F. Tatu - Secretary
- Mr. Robert Coe - Treasurer

The following shall comprise the initial Board of Directors:

- Mrs. Helen L. Burnham
- Mr. Robert Lindabury
- Mrs. Hilda F. Tatu
- Mr. Robert Coe

ARTICLE VIII - BY-LAWS

The By-laws of this corporation shall be made, altered, or rescinded by the members of the Board of Directors, subject to the approval of the general membership at the annual meetings thereof.

The general membership of the corporation may at any annual meeting, or a special meeting, after notice of the object and purpose thereof, amend this Charter by majority vote.

ARTICLE IX - INDEBTEDNESS

The highest amount of indebtedness or liability to which the corporation may at any time subject itself is None.

ARTICLE X - VALUE OF REAL ESTATE

The amount and value of real estate which the corporation may hold is None.

WITNESS the hands and seals of the incorporators, in the County of Collier and State of Florida, this 3rd day of February, A. D. 1964.

Mrs. Helen L. Burnham (SEAL)
Mr. Robert Lindabury (SEAL)
Mrs. Hilda F. Tatu (SEAL)
Mr. Robert Coe (SEAL)

STATE OF FLORIDA }
COUNTY OF COLLIER } SS:

PERSONALLY appeared before me, the undersigned authority, authorized to administer oaths, MRS. HELEN L. BURNHAM, MR. ROBERT LINDABURY, MRS. HILDA F. TATU and MR. ROBERT COE, to me well known to be the incorporators described in the foregoing Charter of the NAPLES GARDEN CLUB, INC., who acknowledged same and after being by me first duly cautioned and sworn upon their oath, deposed and stated that such corporation is formed and its intent in good faith, is to carry out the purpose and objects set forth.

Mrs. Helen L. Burnham (SEAL)

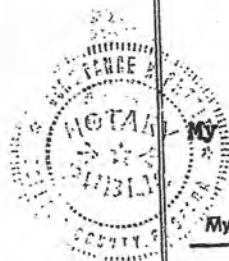
Robert Lindabury (SEAL)

Mrs. Hilda F. Tatu (SEAL)

Robert Coe (SEAL)

SWORN to before me and subscribed in my presence this 3rd day of February, A. D. 1964, at Naples, County of Collier, and State of Florida.

Constance A. Pettit
Notary Public



My Commission Expires:

My Commission Expires Nov. 3, 1964