

JACKSONVILLE ORCHID SOCIETY, INC.

AMENDED AND RESTATED CONSTITUTION

Article 1. Name

1.1 The organization shall be known as the Jacksonville Orchid Society, Inc. hereafter referred to as the Society or the Corporation.

Article 2. Purpose

2.1 The purpose of this Society shall be to encourage the scientific study of plants, specifically orchids, both species and hybrids, and to encourage the growing of orchids.

Article 3. Operation

3.1 The Jacksonville Orchid Society, Inc., shall at all times be operated as a not for profit corporation, solely and exclusively for scientific and/or educational purposes related to the study of orchids, their propagation, culture, care, and development as more specifically set out in the By-Laws.

3.2 No part of the net income of the Society may under any circumstances inure to the benefit of any private individual.

3.3 No substantial part of the activities of the Society shall be the carrying on of the propaganda, or otherwise attempting to influence legislation, and the Society 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.

3.4 The Society shall not participate in any transaction resulting in a diversion of its income or assets to any officer, employee or contributor, other than the payment of reasonable compensation for personal services actually rendered to the Society.

3.5 Notwithstanding any other provision of this certificate, the Society shall not conduct activities not permitted to be performed by a corporation exempt from Federal tax under Section 501(c)(3), contributions to which are deductible under Section 170(c)(2), of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Revenue Law.

3.6 Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under

Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Article 4. Government and Admission

4.1 This Corporation shall provide By-Laws for its government not inconsistent with this Charter, the laws of the State of Florida and the United States and shall provide in said By-Laws for the government of said Corporation.

4.2 Qualifications of members and their eligibility for admission shall be regulated by the rules and regulations of the By-Laws of the Corporation.

4.3 The affairs of the Corporation shall be administered by the Board of Directors that shall consist of the Officers and Directors elected at each Annual Meeting of the Corporation. The terms of office of said officers of the Board of Directors to be in accordance with the By-Laws of the Corporation.

4.4 The Annual Business Meeting of the Corporation shall be held in November of each year.

4.5 A nominating committee of three members in good standing shall be elected at the October meeting. The members of the committee shall designate a committee chairman. It will be their task to solicit nominees for the upcoming officer vacancies, in accordance with the rules and regulations of the By-Laws of the Corporation.

Article 5. Amendment

5.1 This Charter may be amended by vote of two-thirds of the members present at any Annual Meeting or amended at a special meeting called for such purpose, provided that notice of proposed changes shall be given to the membership in accordance with the provisions of the By-Laws as to notice of a change in the provision of the Charter.

Article 6. Affiliations

6.1 This Corporation shall be affiliated with the American Orchid Society, and annual dues shall be paid to that Society. This Corporation may also be affiliated with other regional Orchid groups as approved by the Board of Directors.