

UNITED STATES OF AMERICA  
STATE OF LOUISIANA  
PARISH OF EAST BATON ROUGE

## **ARTICLES OF INCORPORATION OF THE CYCAD SOCIETY, INC.**

BE IT KNOWN, that on this the 7th day of September, 1979, before me, Maxime LaBranche, a Notary Public in and for the Parish and State above set forth, personally came and appeared the several parties of full age of majority whose signatures are subscribed below, who declared, in the presence of the undersigned competent witnesses, that, availing themselves of the Provisions of Louisiana Revised Statutes 12:201-12:269, they do hereby organize a nonprofit corporation as defined in R. S. 12:201 (7) under and in accordance with these articles of incorporation.

### **ARTICLE I - NAME**

The name of this corporation is Cycad Society, Inc.

### **ARTICLE II - PURPOSES**

The purposes for which this corporation is organized are non-profit purposes, to wit:

- (1) To conserve the existing populations of Cycads;
- (2) To educate the public as to the problems and scarcity and possibility of extinction of this family of ancient plants;
- (3) To promote study, research, field trips and horticultural interest in Cycads;
- (4) To do any lawful activity for which corporations may be formed under Chapter 2, Title 12 of the Louisiana Revised Statutes (the Non-profit Corporation Law).

### **ARTICLE III**

This corporation is organized, and it shall be operated, exclusively for charitable, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt 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).

### **ARTICLE IV**

Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). In the event of any discrepancy between the above numbered and stated purposes and this provision, this provision shall, in all cases, supercede the above numbered and stated purposes.

## **ARTICLE V**

No part of the net earnings of the corporation shall inure the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation services rendered and to make payments and distributions in furtherance of the purposes set forth in the above paragraphs. No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislations, and 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.

## **ARTICLE VI - DURATION**

The period of existence of this corporation shall be 99 years.

## **ARTICLE VII - NON-PROFIT NATURE**

This corporation shall be a non-profit corporation.

## **ARTICLE VIII - REGISTERED OFFICE**

Location and post office address of its registered office is 5988 South Pollard Parkway, Baton Rouge, Louisiana.

## **ARTICLE VIX - REGISTERED AGENTS**

The full name and address of its registered agent is:

Walter Harman  
5988 South Pollard Parkway  
Baton Rouge, Louisiana

## **ARTICLE X - INCORPORATORS**

The name and address of the incorporator is:

Walter Harman  
5988 South Pollard Parkway  
Baton Rouge, Louisiana

## **ARTICLE XI - DIRECTORS**

A. The names and addresses and terms of the office of the initial directors:

Cynthia Giddy, Box 45, Umlass Road 3730, Natal, South Africa  
Charles Williams, Box 707, Davenport, Florida  
Loran Whitelock, 45241/2 Toland Way, Los Angeles, California 90041  
Merrill M. Rogers, Box 425, Seffner, Florida 33584  
Byron Besse, 6729 Peacock Road, Siesta Key, Sarasota, Florida 33581  
DeArmand Hull, 18710 Southwest 288th Street, Homestead, Florida 33030

Walter Harmon, 5988 South Pollard Parkway, Baton Rouge, Louisiana 70800  
 Stanley Kiem, 11895 SW 94 Avenue, Miami, Florida 33176  
 John G. Hendricks, 135 Greenwood Heights, Bellevue, Ohio 44811

These initial directors shall serve for one year or until their successors are elected at the initial organizational meeting of the membership, which shall be called by the initial board of directors and held within six months from the date of incorporation.

- B. The number, qualifications, terms of office, manner of elections, and powers and duties of the directors, the number of regular meetings, powers and duties of calling special meetings of directors, quorum requirements and other matters appropriate under the law for governance of this corporation through its board, shall be prescribed by the by-laws.

### **ARTICLE VII - OFFICERS**

The initial board of directors shall elect a president, vice-president, and a secretary/treasurer and have power to appoint an attorney or attorneys to represent the corporation in legal or administrative proceedings. The terms, powers and duties of the officers and their method of election shall be governed by the by-laws. The initial officers shall serve until their successors are elected pursuant to the by-laws. Officers must be elected from the membership of the board of directors and cannot be elected public officials.

### **ARTICLE XIII - BASIS OF ORGANIZATION**

- A. This corporation shall be organized on a non-stock basis and membership shall be evidenced by a certificate of membership.
- B. Any person who subscribes to the purposes and policies of this corporation, is 18 years of age or older, and who has paid his dues shall be eligible for membership as a voting member; younger persons being limited to the status of a non-voting or associate membership.
- C. Members shall be of three classes: voting members, non-voting members and associated members.
- D. Associate members shall pay smaller annual dues than voting members, the dues of all classes to be determined as fixed in the by-laws or as modified therein from time to time. Associate members and non-voting members shall be entitled to receive bulletins, attend meetings, and exercise all other rights except those which are reserved exclusively for voting members. Voting members shall have all rights and powers of associate and non-voting members, but additionally they shall have the exclusive rights to elect directors, to vote on such matters as the by-law charter or the law permits, or require the vote of members, and shall have the right to hold office or be a director. There shall be no limit on the number of members of any class.

### **ARTICLE XIV - LIABILITY OF MEMBERS, OFFICERS AND DIRECTORS**

No member, officer or director shall be liable for any dues or assessments, and there shall be no assessments, other than by voluntary request to the membership. The sole consequence of any failure to pay dues shall be automatic termination of membership, within sixty (60) days after the dues are due but subject to automatic reinstatement upon payment. No member, officer or director shall be liable to the corporation, nor to any other member, officer, director or third person outside of the corporation, for any acts or failures to act of the corporation, its board, officers or members, not even for their own negligence.

## **ARTICLE XV - BY-LAWS**

The voting members, in the manner provided in the by-laws, shall have the power to make, amend, and repeal by-laws not inconsistent with these articles to govern this corporation.

## **ARTICLE XVI - MEETINGS**

Meetings of the board and the members shall each be held at least once every year, unless the by-laws provide differently.

## **ARTICLE XVII - PROXIES**

Votes of directors may be by written proxy, general or special, given to any other director in any board of committee meetings, and where a director has granted a written proxy which generally empowers a named director to act in his or her stead, the director granting the proxy shall be counted as present in determining whether a quorum is present.

## **ARTICLE XVIII - AMENDMENTS**

Amendments to these articles may be effected by a two-thirds vote of the voting members at any annual or special meeting, provided proposed amendments were mailed to the last known addresses of voting members at least thirty (30) days in advance of the meeting. Balloting may be by mail on proposed amendments.

## **ARTICLE XIX - DISSOLUTION**

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes and 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. Any such assets not so disposed of shall be disposed of by the District Court of the Parish in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XX**

In the event of liquidation, no member, director or shareholder shall receive anything of value from the assets of the corporation.

THUS DONE AND PASSED at Baton Rouge, Louisiana in duplicate originals in the Parish of East Baton Rouge, Louisiana on the day, month and year first above written, in the presence of the witnesses who have signed below.

WITNESSES:

INCORPORATOR:

Walter Baker

W J Harman

William A. Agard

Sworn to and subscribed me, this 7<sup>th</sup> day of September 1979 at Baton Rouge, Louisiana.

William A. Agard  
NOTARY PUBLIC