

701003

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FILED
2001 DEC 14 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 13, 2001

Secretary of State's Office
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

HAND DELIVERY

RE: Tall Timbers Research, Inc.
Document Number 701003

Dear Sir or Madam:

Attached for filing are Amended and Restated Articles of Incorporation for the above-referenced corporation. Please provide us with a certified copy. Our check for \$46.75 and an extra copy of the Articles are also enclosed

Thank you for your assistance.

Sincerely,



John E. Brenneis

/cv
Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
TALL TIMBERS RESEARCH, INC.**

Pursuant to the provisions of Chapter 617 of the Florida Statutes, Tall Timbers Research, Inc. (hereinafter, the "Corporation") adopts the following Amended and Restated Articles of Incorporation, and hereby amends, restates and supersedes the present Articles of Incorporation of the Corporation in toto.

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TALL TIMBERS RESEARCH, INC.
SECRETARY OF STATE
FLORIDA

**ARTICLE I
Name and Location**

The name of the Corporation shall be "TALL TIMBERS RESEARCH, INC.", and its principal place of business shall be in Leon County, Florida.

**ARTICLE II
Purpose**

The Corporation is organized and operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and for no other purposes. The general nature and object of the Corporation shall be (1) to conduct public, scientific experiments and to instruct the public on subjects useful to the individual and beneficial to the community, with particular regard to the effects of fire on quail, turkey, and other wildlife, as well as on vegetation of value as cover and food for wildlife, and (2) to accept and monitor conservation easements that have a conservation purpose as defined in Section 170(h)(4)(A) of the Code, and any subsequently enacted legislation. In the furtherance of these purposes, and in order to accomplish the same, the Corporation proposes to acquire, own, operate, lease, and control, and cause to be operated and controlled, any and all manner of biological stations, research and experiments, including particularly, without in any manner limiting the generality of the foregoing, the operation and use

of "fire type" nature preserves, and the conduct thereon of research on the effects of fire on quail, turkey, and other wildlife, as well as on vegetation of value as cover and food for wildlife, and the conduct of experiments on controlled burning for those objectives; the establishments on such preserve or preserves of facilities for visiting scientists and students to make studies or wildlife, to manage and conduct similar activities, including the carrying on of demonstrations of educational work in such fields as wildlife management and the proper use of fire as a management tool; to acquire by gift, purchase, or devise, money, land, tools, and equipment to be used for any one or more of such purposes; to own, acquire, hold, sell and dispose of real and personal property including perpetual conservation easements for use in the accomplishment of any one or more of such objectives; and to publish and distribute to the public generally any knowledge of information acquired as a result of such research, experiments and studies.

By "fire type" there is meant the maintenance, by controlled burning, of pine forest in an open and park-like condition, with herbaceous vegetation, and, although it is conceded that young pine forests must be thinned from time to time, it is also contemplated that mature or over-mature pines will not ordinarily be cut therefrom on such preserves, but instead that mature pines will be allowed to die naturally and left standing for woodpeckers and other wildlife, and for ecological study and the study for the uses of dead and dying trees as food producers for wildlife, or as furnishing homes for wildlife.

In furtherance of and in addition to the purposes set forth above, the Corporation shall carry on the following activities:

Section 1: To receive and maintain real or personal property (including conservation easements), or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for

charitable, scientific, or educational purposes either directly in accordance with the purposes and objectives set forth above and specifically to maintain a “fire-type” nature preserve as defined above, or by contributions to organizations that are organized and operated in accordance with the purposes and objectives set forth above and that qualify as a governmental unit under Section 170(c) of the Code or as an organization exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

Section 2: No part of the earnings of the Corporation shall inure to the benefit of any trustee or officer of the Corporation, other private individual, or organization organized and operated for a profit (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no trustee or officer of the Corporation, other private individual, or organization organized and operated for a profit shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

Section 3: No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities which would characterize it as an “action organization” as defined in Treas. Reg. 1.501(c)(3)-1(c)(3), as it now exists or may hereafter be amended.

Section 4: Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal income tax under Section 501(a) of the Code as an

organization described in Section 501(c)(3) of the Code, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 5: The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

Section 6: The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

Section 7: The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 8: The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

Section 9: The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 10: Upon the dissolution of the Corporation or the winding up of its affairs, all of the assets of the Corporation shall be distributed exclusively to an organization organized and operated exclusively for charitable, scientific, or educational purposes which then qualifies as a governmental unit under Section 170(c) of the Code or as an organization exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, as the trustees may direct. Any such assets not so disposed of shall be disposed of by the Circuit Court of the Second Judicial Circuit, in and for Leon County, Florida, exclusively for such purposes or to such organizations, as said Court shall determine, which are

organized and operated exclusively for such purposes that will best accomplish the general purposes for which the Corporation is organized as set forth in this Article.

ARTICLE III
Board of Trustees

Section 1: There shall be a Board of Trustees of the Corporation which shall consist of not less than three (3) trustees elected in the manner as provided herein, nor more than twenty-two (22) trustees, except as otherwise provided herein. The trustees shall be divided into three (3) groups that are as nearly equal in number as possible. One such group of trustees shall be elected each year at the annual meeting for a term of three (3) years, or until their successors are elected. On the expiration of the term of any trustee, a successor shall be elected by the Board of Trustees, and in case any vacancy in the Board shall occur by death, resignation, or otherwise, such vacancy may be filled for the unexpired term by the remaining trustees. It shall require a majority vote of all members of the Board of Trustees to elect a trustee or to fill a vacancy. Beginning effective as of the date of these Amended and Restated Articles of Incorporation, trustees shall be eligible to succeed themselves for no more than two (2) consecutive full three (3) year terms. Notwithstanding the foregoing, (i) any trustee may serve any number of additional terms of less than three (3) years to fill a vacancy; (ii) any person elected as an officer or as a member of the Executive Committee of the Corporation (as established pursuant to the By-laws of the Corporation) may serve as such officer or Executive Committee member and as a member of the Board and such term shall be in addition to the two (2) full three (3) year terms as provided herein; and (iii) any trustee whose term has expired shall be eligible for election to the Board after the expiration of one year. The Board of Trustees shall have the authority to elect by majority vote, any member of the Board, or any past member of the Board as an honorary

member of the Board of Trustees. Such honorary member shall have the privilege of attending all meetings of the Board, but shall not have the right to vote.

Section 2: The Board of Trustees shall be responsible for the business and property of the Corporation and the management thereof, and shall establish policies for the fulfillment of objectives of the Corporation as delineated in Article II hereof. The Board of Trustees shall have the authority to employ personnel to manage and operate the day to day affairs of the Corporation under the guidelines and policies established by the Board of Trustees, and to compensate such personnel for such management and to do everything necessary, proper, and advisable or convenient for the accomplishment of the purposes and objects of the Corporation and to do every other act incidental thereto, to the extent permitted by law. The Corporation shall not have members.

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The Corporation shall have, in addition to the foregoing powers, all the powers granted by the laws of Florida to corporations of the character of the Corporation, subject to the limitations on such powers herein. The members of the Board of Trustees shall receive no compensation. The name and residences of the present trustees of the Corporation are as follows:

<p>Mr. Robert Brantly 8005 Freshwater Farms Road Tallahassee, Florida 32308 (850) 893-0084 FAX: (850) 893-1204</p>	<p>Dr. Paul Harcombe Department of Ecology & Entomology Rice University 6100 Main Houston, TX 77005 (713) 527-4924 FAX (713) 285-5232</p>
<p>Dr. Wes Burger Department of Wildlife & Fisheries Mississippi State University Box 9690 Mississippi State, MS 37962 (662) 325-8782 FAX: (662) 325-8726</p>	<p>Miss Kate Ireland Foshalee Plantation 13656 Tenacity Lane Tallahassee, Florida 32312 (850) 893-2556 FAX: (850) 893-2659</p>
<p>Mrs. Richard Corbett 1043 Guisando Drive Tampa, FL 33616 (813) 962-0000 (813) 961-7383</p>	<p>Mr. Lawton Langford Municipal Code Corporation Post Office Box 2235 Tallahassee, Florida 32316 (850) 576-3171 x221 FAX: (850) 575-8852</p>
<p>Mr. T. Wayne Davis The Davis Foundation 1910 San Marco Blvd. Jacksonville, Florida 32207 (904) 398-3986 FAX: (904) 398-9533</p>	<p>Mr. Thorpe McKenzie Pointer Management Company 735 Broad Street, Suite 1108 Chattanooga, TN 37402 (423) 266-3544 FAX: (423) 265-3217</p>
<p>Mr. Tom Hamilton 21 Will-Merry Lane Greenwich, Connecticut 06831 (203) 629-5239 office FAX: (646) 915-7658</p>	<p>Mr. Armour Mellon Glen Cook Real Estate 115 S. Market Street Ligonier, PA 15658 (724) 238-6881 FAX: (724) 238-6941</p>

Mr. Leigh Perkins, Sr. The Orvis Company Historic Route 7A Manchester, VT 05254 (802) 362-3622 FAX: (802) 362-3525	Beau Turner Turner Enterprises 1 CNN Center Suite 1086, South Tower Atlanta, GA 30303 (404) 827-1153 FAX: (404) 681-0172
Mr. Walter C. Sedgwick 20 Old LaHonda Road Woodside, California 94062 (605) 851-3009 FAX (650) 851-3880	Mrs. Robert C. Webster, Jr. Route 1, Box 991 Tallahassee, Florida 32312 (850) 893-1483 FAX: (850) 893-7886
Mr. Michael D. Shea Fernleaf Investment Company Post Office Box 1755 Thomasville, GA 31799 (229) 227-9700 FAX (229) 227-6070	Mrs. C. Martin Wood, III Live Oak and Merrily Plantations Route 2, Box 191 Monticello, Florida 32344 (850) 997-4705 (229) 226-4105 FAX: (229) 226-4386
Dr. Daniel Simberloff Department of Ecology & Evolutionary Biology University of Tennessee Knoxville, TN 37996 (865) 974-3065 FAX (865) 974-3067	

ARTICLE IV
Officers

The Board of Trustees shall elect from its members a Chairman, Vice-Chairman, Secretary and Treasurer. The Board shall elect an Executive Director who shall not be a member of the Board. The Board shall elect such other officers as the Board may deem necessary at the annual meeting. Each such officer shall serve for the term of one (1) year or until his successor is elected. Each such officer, except for the Executive Director, shall be a member of the Board.

The term of such officer can be in addition to the terms on the Board, as provided in Section 1 of

Article III herein, provided such officer is nominated unanimously by the Nominating Committee (as established pursuant to the By-laws of the Corporation).

ARTICLE V
Term

The Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI
**Transactions in Which Trustees
and Officers are Interested**

Section 1: No contract or transaction between the Corporation and one or more of its trustees or officers, or between the Corporation and any other organization in which one or more of its trustees or officers are members, trustees, or officers ("common trustees"), or have a financial interest ("interested trustees"), shall be void or voidable solely for this reason, or solely because the trustee or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Trustees or the committee thereof which authorizes the contract or transaction pursuant to a vote or consent that is sufficient for such purpose and the interested trustee or common trustee refrains from casting such a vote or consent; or

(b) The contract or transaction is fair and reasonable as to the Corporation as of the time it is authorized by the Board of Trustees or a committee thereof.

Section 2: Common or interested trustees shall not be counted in determining the presence of a quorum at a meeting of the Board of Trustees or a committee which authorizes, approves, or ratifies such contract or transaction.

ARTICLE VII
**Indemnification of
Trustees or Officers**

The Corporation shall indemnify any trustee or officer of the Corporation to the fullest extent permitted under Section 617.0831, Florida Statutes, as from time to time amended.

ARTICLE VIII
Amendments to Articles of Incorporation

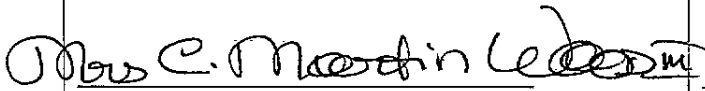
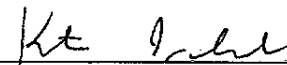
The Articles of Incorporation may be amended, ratified or rescinded by a two-thirds (2/3) or greater vote of the trustees present and voting at any annual or special meeting of the Board of Trustees called for that purpose.

ARTICLE IX
By-Laws

The By-laws of the Corporation shall be adopted, and may thereafter be altered or amended, by a two-thirds (2/3) or greater vote of the trustees present and voting at any annual or special meeting of the Board of Trustees called for that purpose.

Pursuant to Sections 617.1006 and 617.1007, Florida Statutes, (i) the Corporation has no members and (ii) the Board of Trustees of the Corporation have authorized and consented to the adoption of these Amended and Restated Articles of Incorporation by a two-thirds (2/3) or greater vote of the trustees.

DATED November 29, 2001.

Attest:	Tall Timbers Research, Inc.
	
Mrs. C. Martin Wood, III Secretary	Miss Kate Ireland Chairman

STATE OF Florida

COUNTY OF Leon

BEFORE ME, the undersigned authority, personally appeared Miss Kate Ireland, Chairman of Tall Timbers Research, Inc. who first being sworn, says that she has executed the foregoing instrument freely and voluntarily for the purposes therein expressed.

SWORN TO and before me this 29th day of November, 2001.

Jean W. Hatfield
Notary Public
My Commission Expires:

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