

701003

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

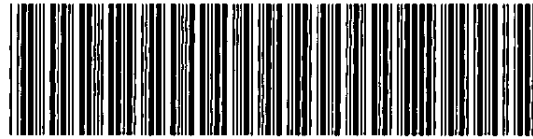
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400156312824

*Amended &
Restated*

05/28/09--01008--020 **44.75

RECEIVED
09 MAY 28 AM 8:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2009 MAY 28 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*AR
5/28/09*

AUSLEY & MCMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560
Writer's Direct Line: (850) 425-5457

May 27, 2009

Secretary of State
2661 Executive Center Circle West
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: Tall Timbers Research, Inc.
Document Number 701003

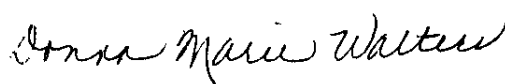
Dear Madam/Sir:

Enclosed are an original and one copy of the Amended and Restated Articles of Incorporation of **Tall Timbers Research, Inc.**, a Florida not-for-profit corporation. Also enclosed is this firm's check in the amount of \$44.75, comprised of a \$35.00 filing fee and a \$9.75 certified copy fee (an extra \$1.00 for the ninth page).

Please do not hesitate to phone our office if you have any questions. We will have our messenger return to pick up the certified copy and the certificate of filing, if you will be so kind as to call me at 425-5457 to let me know they are ready.

Thank you in advance for your usual assistance in these matters.

Sincerely,



Donna Marie Walters, FRP
Florida Registered Paralegal

/dmw

Enclosures

h:\gct\clients\tall timbers (012361-60418)\corres\sos ltr 20090527 a&r arts.doc
012361.010648

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

FILED
2009 MAY 28 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**ARTICLE I
Name and Location**

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

**ARTICLE II
Purpose**

This Corporation is organized 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 Internal Revenue Code of 1986, as amended, and any subsequently enacted legislation. In the furtherance of these purposes, and in order to accomplish the same, this 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”¹ native 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 and 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 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, or 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 an

organization, contributions to which are deductible under Section 170(c)(2) of such 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 an exempt organization 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 organization, as said Court shall determine, which are organized and operated exclusively for such purposes that will best accomplish the general purposes for which this 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 (herein sometimes referred as the "Board" or the "Board of Trustees" and its members sometimes referred to as a "trustee" or a "member") which shall consist of not less than three (3) trustees elected in the manner as provided by this charter, 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 a period not to exceed two (2) consecutive full three (3) terms. Notwithstanding the foregoing term limit, (i) trustees may serve any number of additional terms having less than a full three (3) year term to fill a vacancy; (ii) any person elected as an officer or as a member of the Executive Committee of the Corporation (which Executive Committee or the Corporation may be 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; (iii) the term limit for the Chairman of the Board of Trustees (herein sometimes referred to as the "Chairman") to serve on the Board of Trustees shall be the number of years equal to the sum of the foregoing term limit plus the number of years the Chairman has served as Chairman; and (iv) 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 this Corporation and to do every other act incidental thereto, to the extent permitted by law. The Corporation shall not have members.

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 this Corporation, subject to the limitations on such powers herein. The members of the Board of Trustees shall receive no compensation.

ARTICLE IV

Officers

The Board of Trustees shall elect from its members a Chairman, Vice-Chairman, Secretary, 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, except the Chairman, shall serve for the term of one (1) year or until his successor is elected. The Chairman shall serve a three (3) year term as Chairman, and may be re-elected to serve one (1) additional three (3) year term as Chairman. The term of the Chairman can be in addition to the term on the Board. Each such officer, except for the Executive Director, shall be a member of the Board.

ARTICLE V

Term

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

ARTICLE VI
Transactions in Which Members, 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.

Section 3: All contracts and transactions between the Corporation and its trustees, officers, common trustees or interested trustees shall be in compliance with the Conflicts of Interest Policy and Procedure adopted by the Board of Trustees.

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

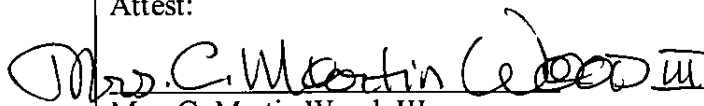
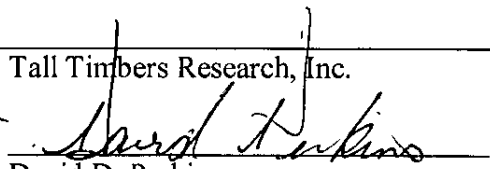
The Articles of Incorporation may be amended, ratified or rescinded by a two-thirds (2/3) or greater vote of the trustees present and voting at any annual or special meeting of the Board of Trustees called for that purpose.

By-Laws

The By-laws of the Corporation are to 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 meeting of the Board of Trustees at which all members are present in person or are participating in the meeting by or through the use of any means of communication by which all Trustees may simultaneously hear each other during the meeting. The Trustees may cast their votes in person or by electronic transmission, which includes, but is not limited to, the use of telegrams, facsimile transmissions, and text sent by electronic mail between computers.

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) vote or greater vote of the trustees.

DATED May 7, 2009.

Attest:  Mrs. C. Martin Wood, III Secretary	Tall Timbers Research, Inc.  David D. Perkins Chairman
---	---

STATE OF Vermont

COUNTY OF Bennington

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

SWORN TO and before me this 7th day of May, 2009.

Mary E. Sprague
Notary Public

My Commission Expires: 2/10/2011