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1331 PALMETTO AVENUE, SUITE 110 • WINTER PARK, FLORIDA 32789 • (407) 539-5700

November 17, 1999

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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Re: Florida Audubon Society

Dear Friends,

Enclosed is an original and copy of Restated Articles of Incorporation of Florida Audubon Society, Inc. Please file same and return a certified copy. Enclosed is the following filing fee:

Filing Articles	\$35.00
Certified Copy	\$ 8.75
Total	\$43.75

Please return same to the above address.

Thank you for your assistance.

Very truly yours,

Clay Henderson
General Counsel

FILED
99 NOV 23 PM 4: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RESTATED ARTICLES OF INCORPORATION
Of the Florida Audubon Society
(A Florida Not For Profit Corporation)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation (the "Corporation") is "Florida Audubon Society, Inc."

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1331 Palmetto Avenue, Suite 110, Winter Park, Florida 32789.

ARTICLE III: REGISTERED AGENT

The name and Florida street address of the Corporation's registered agent is Clay Henderson, 1331 Palmetto Avenue, Suite 110, Winter Park, Florida 32789.

ARTICLE IV: CORPORATE PURPOSES

Notwithstanding any other provision of these Articles of Incorporation, the objects and purposes of the Corporation shall be exclusively religious, charitable, scientific, literary and/or educational within the meaning of section 501(c)(3) of the Internal Revenue Code. The objects and purposes of the Corporation shall include the following: (1) to foster the protection and wise management of those aspects of man's environment that will insure his physical survival and his psychological well-being; (2) to arouse through education, public recognition of the value of and the need for protecting native flora and fauna, soil, air, water, as well as the interdependence of these several natural resources; (3) to study and conduct research with relation to scientific facts, including but not limited to, natural science and ecology, a knowledge of which is essential to the formulation of sound policies in the field of conservation; (4) to foster recognition of the need for preservation of such environmental conditions as ample food, water, and cover upon

which native plants and animals depend for survival; (5) to foster the preservation of an adequate stock of native animals and plants, so that no native species may become threatened with extinction; (6) to promote the protection and preservation of natural resources, including the encouragement, establishment, and maintenance of nature sanctuaries; (7) to foster environmental education and in furtherance thereof to encourage and promote the preservation of tracts of natural land, particularly in or near urban areas, and the establishment and maintenance thereon of facilities and programs which will bring about a better understanding by children and adults of the world of nature; (8) to publish and distribute documents, as means of disseminating information about the subjects mentioned above or related matters; (9) to accumulate and maintain such documents and records as will construe a history of movement to conserve natural resources in the State of Florida; (10) to hold meetings, lectures, and exhibitions, and to develop and maintain a library in the interest of conservation of natural resources; (11) to establish and maintain such educational projects as nature trails, nature centers, exhibits, tours, and camps; (12) to encourage cooperation among affiliated groups and other organizations in sympathy with the stated aims of the corporation; (13) to cooperate, as the occasion permits, with national and state environmental agencies, and with private and public associations and foundations devoted to the interests of conservation and to education in the field of natural resources; (14) to further by all means that are both wise and opportune, the objects included within or related to those listed in the thirteen foregoing subsections.

As a means of accomplishing these purposes, the Corporation, in furtherance and not by way of limitation of its statutory powers, shall have the power to solicit, raise, accept, hold and administer funds exclusively for its objects and purposes, and to that end to take and receive, by purchase, grant, gift, bequest or devise, or as beneficiary of any trust, any property, real or personal, tangible or intangible, wheresoever located; to make donations in furtherance of such purposes; to invest and reinvest the funds and other property of the Corporation, including the power to invest and reinvest such funds and property in furtherance of such purposes, without regard to whether such investments would be considered as desirable or prudent by an investor interested solely in profit and not interested in promoting such purposes; and to collect and receive the income, if

any, from any investment or reinvestment of such funds or property, and to apply the income and, if the Corporation so decides, the principal of such property as the Corporation may from time to time possess, to the purposes of the Corporation.

ARTICLE V: CORPORATE POWERS

The Corporation shall have all of the powers of a Corporation Not For Profit authorized by the Florida Statutes, including without limitation the powers enumerated in Section 617.0302, Florida Statutes. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI: CORPORATE LIMITATIONS

The Corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any director, officer, employee or member of a committee of, or person connected with, the Corporation; provided, however, that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes.

ARTICLE VII: LIQUIDATION

In the event of the liquidation, dissolution or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the Corporation's property or assets shall not be conveyed or distributed to any director, officer, employee or member of a committee of, or person connected with, the Corporation, or any other private individual, nor to any organization created or operated for profit; but, after deducting all necessary expenses of liquidation, dissolution or winding up, as the case may be, all the remaining property and assets of the Corporation shall be distributed only to National Audubon Society, Inc. (if it shall then qualify under section 501(c)(3) of the Internal Revenue Code) or to such other organizations as shall then qualify under section 501(c)(3) of the

Internal Revenue Code, as the directors of the Corporation shall in their discretion determine.

ARTICLE VIII: LIMITATION ON POLITICAL ACTIVITY

Except to the extent permitted by the Internal Revenue Code, the Corporation shall not carry on propoganda or otherwise attempt to influence legislation. The Corporation shall not participate in or intervene in (including by the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IX: TAX MATTERS

During any period that the Corporation is determined to be a "private foundation" as defined in section 509 of the Internal Revenue Code, the Corporation, in accordance with the following sections thereof, shall: (a) distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under section 4942; (b) not engage in any act which is subject to tax as self-dealing under section 4941; (c) not retain any holdings which are subject to tax as excess business holdings under section 4943; (d) not make any investments in such manner as to subject the Corporation to tax under section 4944; and (e) not make any taxable expenditures which are subject to tax under section 4945.

All references in these Articles of Incorporation to the Internal Revenue Code shall mean the Internal Revenue Code of 1986, as amended, and shall be deemed to include any future United States internal revenue law, and all references to sections of that Code shall be deemed to include such sections as amended from time to time, or corresponding provisions of any future internal revenue law.

ARTICLE X: MEMBERS

The Corporation shall have members. The terms and rights of membership shall be as set forth in the bylaws.

ARTICLE XI: BOARD OF DIRECTORS

There shall be a Board of Directors consisting of not less than thirty (30) members. The method of election of directors shall be as set forth in the bylaws, provided that one third of the members shall be elected by chapters pursuant to procedures set forth in the bylaws.

ARTICLE XII: AMENDMENT

13. The Articles of Incorporation shall be amended only by a majority vote of those members present at the Annual Meeting or a special members' meeting. Notice of members' meeting shall be given by 30 days notice by mail to all members in good standing.

CERTIFICATE OF APPROVAL

The above and foregoing constitute the Restated Articles of Incorporation of Florida Audubon Society, a Florida not for profit corporation; that said Restated Articles of Incorporation constitute a complete amendment to the Articles of Incorporation of the corporation and shall supersede previous Articles of Incorporation; that the amendment was adopted by a vote of the members at their annual meeting given with proper notice pursuant to Section 617.1002, Florida Statutes, and that their vote was legally sufficient for approval.

IN WITNESS WHEREOF, upon approval by the members at its Annual Meeting held on November 6, 1999, the corporation authorized this amendment to its Articles of Incorporation as a Restated Articles of Incorporation and authorizes its President to affix his name and affix the corporate seal this 6th day of November, 1999.

FLORIDA AUDUBON SOCIETY
a Florida not for profit corporation

by: Clay Henderson
President

ATTEST:

Kristie Rocca
secretary

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 6th day of November, 1999, by Clay Henderson President of Florida Audubon Society a Florida not for profit corporation on behalf of the corporation. He is personally known to me.

Kristie Rocca
NOTARY PUBLIC
STATE OF FLORIDA
my commission expires:

