
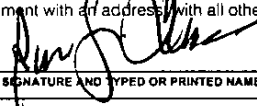


2006 NOT-FOR-PROFIT CORPORATION ANNUAL REPORT

FILED
Apr 17, 2006 8:00 am
Secretary of State

04-17-2006 90408 038 ****70.00

DOCUMENT # F96000002964					
1. Entity Name THE STUDENT CONSERVATION ASSOCIATION, INC.					
Principal Place of Business 689 RIVER ROAD CHARLESTOWN, NH 03603		Mailing Address 689 RIVER RD., P.O BOX 550 CHARLESTOWN, NH 03603 US			
2. Principal Place of Business		3. Mailing Address			
Suite, Apt. #, etc.		Suite, Apt. #, etc.			
City & State		City & State			
Zip	Country	Zip	Country	4. FEI Number 91-0880684	
				Applied For Not Applicable	
				5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
6. Name and Address of Current Registered Agent			7. Name and Address of New Registered Agent		
CSC THE UNITED STATES CORP. 1201 HAYS STREET TALLAHASSEE, FL 32301			Name		
			Street Address (P.O. Box Number is Not Acceptable)		
			City		
			FL Zip Code		
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.					
SIGNATURE _____ DATE _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)</small>					
Filing Fee is \$61.25 Due by May 1, 2006		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/>		\$5.00 May Be Added to Fees	
Make check payable to Florida Department of State					
10. OFFICERS AND DIRECTORS			11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 10		
TITLE	COO	<input type="checkbox"/> Delete	TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BODIN, MARK		NAME		
STREET ADDRESS	689 RIVER ROAD		STREET ADDRESS		
CITY-ST-ZIP	CHARLESTOWN, NH 03603		CITY-ST-ZIP		
TITLE	VPD	<input type="checkbox"/> Delete	TITLE	Exec. VP Strategic Planning & Development	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BAILEY, VALERIE		NAME		
STREET ADDRESS	689 RIVER ROAD		STREET ADDRESS		
CITY-ST-ZIP	CHARLESTOWN, NH 03603		CITY-ST-ZIP		
TITLE	D	<input checked="" type="checkbox"/> Delete	TITLE	William Coleman	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	ARCE, JEANNETTE		NAME	Director	
STREET ADDRESS	306 CARR 112		STREET ADDRESS	62 Summer Street	
CITY-ST-ZIP	ISABELA, PR 00662		CITY-ST-ZIP	Boston, MA 02110	
TITLE	D	<input checked="" type="checkbox"/> Delete	TITLE	Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BUTLER, DAVID		NAME	Patricia Elias	
STREET ADDRESS	8853 DARBY DAN LANE		STREET ADDRESS	13200 Copper Creek Run, NW Apt 1	
CITY-ST-ZIP	GERMANTOWN, TN 38138		CITY-ST-ZIP	Blacksburg, VA 24060	
TITLE	D	<input type="checkbox"/> Delete	TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CLEARY, PAULA		NAME		
STREET ADDRESS	304 BAYBERRY LANE		STREET ADDRESS		
CITY-ST-ZIP	WESTPORT, CT 06880		CITY-ST-ZIP		
TITLE	PCEO	<input type="checkbox"/> Delete	TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PENNY, DALE		NAME		
STREET ADDRESS	689 RIVER ROAD		STREET ADDRESS		
CITY-ST-ZIP	CHARLESTOWN, NH 03603		CITY-ST-ZIP		
12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address with all other like empowered.					
SIGNATURE: 		Richard Seaman		4.10.06 603-543-1700	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR		Date		Daytime Phone #	

50012637



04102006 Chg-NP CR2E037 (11/05)

ATTACHMENT
50012637
#F96000002964
SCA Officers

Dale Penny
689 River Road
Charlestown, NH 03603

President & CEO

Mark Bodin
689 River Road
Charlestown, NH 03603

Executive VP Operations & Chief Operating Officer

Valerie Bailey
689 River Road
Charlestown, NH 03603

Executive VP Strategic Planning & Development

Scott Weaver
689 River Road
Charlestown, NH 03603

Senior VP Partnerships

Richard Seaman
689 River Road
Charlestown, NH 03603

Chief Financial Officer

ATTACHMENT
50012637
#F96000002964
Student Conservation Association
Board of Directors
March 2006

Stephen M. Bartram
320 N. Mayflower
Lake Forest, IL 60045

Melanie Beller
Russ Reid Company
2000 L Street, NW
Washington, DC 20036

Paula K. Cleary
304 Bayberry Lane
Westport, CT 06880

William C. Coleman
Chairman
CLF Ventures
62 Summer Street
Boston, MA 02110

Thomas C. Collier, Jr.
Stephoe & Johnson LLP
1330 Connecticut Avenue, NW
Washington, DC 20036

Clydia J. Cuykendall
4203 Amber Court SE
Olympia, WA 98501

Dr. Sylvia A. Earle
12812 Skyline Boulevard
Oakland, CA 94619

Patricia "Pipa" Elias
13200 Copper Croft Run, NW
Apt 1
Blacksburg, VA 24060

Jesse Fink
51 Graenest Ridge Road
Wilton, CT 06897

David D. Fitch
5050 Yacht Club Road
Jacksonville, FL 32210

Fraser Brewer Gilbane
36 Berwick Place
Rumford, RI 02916

Jane O. Goedecke
100 Nichols Road
Cohasset, MA 02025

Charles R. Gregg
Gregg Law
1415 Louisiana, 42nd Floor
Houston, TX 77002

Miranda Henning
22 Captain's Way
Falmouth, ME 04105

Alan R. Jones
A.R. Jones & Assoc.LLC
2025 Laguna Vista Drive
Novato, CA 94945

Nicholas S. Lamont
129 Church Street
Suite 300
New Haven, CT 06510

James D. Maddy
1109 Dunbarton Circle
Sacramento, CA 95825

Fred Prescott
LL Bean Outdoors
15 Casco Street
Freeport, ME 04033

Gene Reineke
372 E. US Highway 6
Valparaiso, IN 46383

Richard J. Resch
KI
1330 Bellevue Street
Green Bay, WI 54302

John J. Reynolds
6501 Walter's Wood Drive
Falls Church, VA 22044

Jane Rogers
131 Bolsa Avenue
Mill Valley, CA 94941

Reginald C. Shiverick
22040 McCauley Road
Cleveland, OH 44122

Robert G. Stanton
5608 Dogue Run
Fairfax Station, VA 22039

Joshua C. Stearns
17 E. Hadley Road
The Brooke #35
Amherst, MA 01002

Ellen Spencer Susman
2121 Kirby Drive #85
Houston, TX 77019

General Counsel

Peter Hafner Jost
Dickstein Shapiro Morin &
Oshinsky LLP
2101 L Street, NW
Washington, DC 20037

SCA Honorary Directors

Elizabeth Titus Putnam
Founding President
Manatuck Farm
490 Myers Road
Shaftsbury, VT 05262

ATTACHMENT
500/2032
F9600002964
BYLAWS

OF

THE STUDENT CONSERVATION ASSOCIATION, INC.
(Last Amended June 24, 2005)

ARTICLE I.

Purpose

The Student Conservation Association, Inc. (the "Corporation") has been formed as a "Type B" not-for-profit corporation under Section 201 of the Not-For-Profit Corporation Law of New York on June 18, 1964. Its purposes shall be: to seek and enlist the voluntary services of conservation-minded people to assist and cooperate with federal, state, and local forest, recreation and conservation services in maintaining the natural resources, beauty, and cultural heritage of the nation's parks, forests and public lands while at the same time being of assistance to their visitors; to extend the opportunity to each Corporation program participant to improve his/her own education concerning natural resources and the fundamental principles of conservation by actual field experience with recreation and natural resources management agencies; and to develop skills and gain experience which may lead to careers in resource management and conservation.

ARTICLE II.

Sponsorship

Section 1. Sponsors. The number of sponsors shall be unlimited and may be divided into classes as determined by the Board. The qualifications and requirements of sponsors, and the designation and characteristics of classes of sponsors, shall be determined by the Board.

Section 2. Termination and Resignation. Sponsorship in the Corporation shall be terminated by death, by failure to renew, or by resignation in writing addressed to the Association. Resignations of sponsors shall be effective upon the date specified therein, or, if no date be specified, upon receipt.

ARTICLE III.

Principal and Branch Offices

Section 1. The principal office for the transaction of the business of the Corporation shall be located in Charlestown, New Hampshire. The Directors may change the principal office from one location to another, and this section shall be amended accordingly.

ATTACHMENT

50012637

Last Amended June 24, 2005

#F9600002964

Chair of the Board. The Search and Nominating subcommittee shall select as candidates for Directors the number of persons equivalent to the number whose terms will expire at the next meeting for the designation of Directors. The names of the persons so selected by the Search and Nominating subcommittee shall be set forth in the notice of the meeting. Nothing herein shall be construed to restrict the right of the Board of Directors to change the number of Directors and thereby increase or decrease the number to be elected to a class whose term expires at any meeting or to fill any newly created directorships resulting from such action.

Section 4. Meetings. Meetings of the Board of Directors may be called by the Chair of the Board, or by one-third (1/3rd) of the Directors in office on notice given not less than the second (2nd) day before such meeting by mailing, telephoning or telegraphing such notice to each Director at his or her address as the same appears on the books of the Corporation, or upon waiver of notice signed by all of the Directors. No notice of any meeting of the Board of Directors need state the business to be transacted thereat, except for meetings of the Board for purpose of amending the Bylaws as required in Article XI. The Board of Directors shall hold its meetings at such places as shall be stated in the respective notices or waivers of notice thereof. The Board of Directors shall meet at least once every year for the annual meeting of the Corporation. The Chair of the Board, or in the absence of the Chair, the Vice Chair, shall act as Chair of meetings of the Board of Directors.

Section 5. Quorum and Voting Requirements. If the number of the entire Board of Directors shall be fifteen (15) or less, a quorum for the transaction of business shall consist of five (5) members; if the Board has more than fifteen (15) members, the quorum shall be at least five (5) members plus one (1) additional member for every ten (10) members or fraction thereof. The Directors present at any meeting, whether or not less than a quorum, by majority vote may adjourn the meeting from time to time; and a meeting may be held as adjourned without further notice, at which, when a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. The act as a result of a vote of a majority of the Directors present at the time of the vote at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Certificate of Incorporation or by the Bylaws.

Section 6. Action of the Board. Any action required or permitted to be taken by the Board of Directors, the Executive Committee, Search and Nominating subcommittee or any other committee of the Corporation may be taken without a meeting if all of the members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or of such committee by means of a telephone conference call. Participation by such members shall constitute presence in person at such meeting.

Section 7. Removal. Any of the Directors may be removed for cause by vote of a majority of the entire Board of Directors as at the time constituted. In the event any Director does not attend any three (3) consecutive meetings of the Board of Directors, such Director shall be deemed removed for cause at the discretion of the Chair in consultation with the Executive Committee.

ATTACHMENT

5002637 Last Amended June 24, 2005
#F9600002964

Section 1. Officers. The officers of the Corporation shall consist of the following: Chair of the Board, Vice Chair of the Board, President, Vice President, Secretary, Treasurer, and such other officers as the Board shall deem necessary. At the first meeting of the Board of Directors and thereafter at the annual meeting of the Corporation, the Board of Directors shall elect persons to serve in the following offices of the Corporation, all of whom shall hold office at the pleasure of the Board of Directors: Chair and Vice Chair of the Board, both of whom shall be Directors; President, Vice President, Secretary, Treasurer and such other officers as the Board shall deem necessary. No person serving as either Chair or Vice Chair of the Board shall simultaneously serve as President; nor may the offices of President and Secretary be held by the same person.

Section 2. The Chair of the Board shall act as Chair for the meetings of Directors and the meetings of the Executive Committee. The Chair shall appoint the Chair and members of the standing committees of the Board. The Chair may call special meetings of the Board of Directors, and may delegate duties to the Vice Chair and/or the President. The Chair shall have such further powers and duties as may be set forth in the Bylaws or delegated to him or her by the Board of Directors.

Section 3. The Vice Chair of the Board shall have such powers and duties as may be delegated to the Vice Chair by the Chair or the Board of Directors.

Section 4. The President shall be the chief executive officer of the Corporation, acting at all times subject to the direction of the Board of Directors. The President shall be responsible for the day-to-day business and affairs of the Corporation and shall employ all personnel necessary therefore, and shall, subject to the approval of the Board, exercise general supervision and control over all of the Corporation's officers, agents and employees except the Chair and the Vice Chair. The President shall execute on behalf of the Corporation all cooperative agreements and contracts requiring such execution except to the extent the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. The President shall make an annual report to the Board of Directors and such other reports as are designated by the Board, or the Chair of the Board, setting forth the results of the operations of the Corporation, together with any suggestions with respect thereto and shall also exercise such other powers and perform such other duties as may be delegated to the President, from time to time, by the Chair of the Board, the Vice Chair of the Board in the absence of the Chair, or the Board of Directors.

Section 5. The Vice President, at the request of the President or in his or her absence or during his or her inability to act, shall perform the duties and exercise the functions of the President. If there be more than one Vice President, the President, the Chair of the Board or the Board of Directors may determine which one or more of the Vice Presidents shall perform any of such duties or exercise any of such functions. Otherwise any of the Vice Presidents may perform any of such duties or exercise any of such functions. The Vice President or Vice Presidents shall perform such other duties as may be delegated to him or her or them by the President, subject to the direction of the Board of Directors or the Chair of the Board.

ATTACHMENT

Last Amended June 24, 2005

50012637
#R 9600002964

involved in any action, suit or proceeding by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such action, suit, or proceeding.

Section 3. Prepayment of Expenses. The Corporation shall pay the expenses incurred in defending any proceeding in advance of its final disposition, provided, however, that the payment of expenses incurred by a Director or Officer in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Director or Officer to repay all amounts advanced if it should be ultimately determined that the Director or Officer is not entitled to be indemnified under this Section 3 or otherwise.

Section 4. Determination; Claims. If a claim for indemnification or payment of expenses under this Section 4 is not paid in full within sixty (60) days after a written claim therefor has been received by the Corporation, the claimant may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the claimant was not entitled to the requested indemnification or payment of expenses under applicable law.

Section 5. Non-Exclusivity of Rights. The rights conferred on any person by this Article VIII shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the certificate of incorporation, these Bylaws, agreement, vote of disinterested directors or otherwise.

Section 6. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or non-profit entity shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, enterprise or non-profit enterprise.

Section 7. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article VIII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 8. Insurance. The Corporation shall purchase and maintain insurance on behalf of any Director, Officer, employee or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, employee or agent in any such capacity or arising out of the Director's, Officer's, employee's or agent's status as such, whether or not the Corporation would have the power to indemnify the Director, Officer, employee or agent against such liability under Article VIII, Sections 1 through 7 of these Bylaws; provided, however, that

ATTACHMENT
50017637
#F96000002968 Last Amended June 24, 2005

General Counsel



Since 1957

National Office:
The SCA Center
for Conservation
Service

Charlestown, NH

Regional Offices:

Boise, ID

New Paltz, NY

Oakland, CA

Pittsburgh, PA

Seattle, WA

Washington, DC

www.theSCA.org

ATTACHMENT
5001303
F96000002964
The Student Conservation Association

changing lives through service to nature

April 10, 2006

Division of Corporations
PO Box 1500
Tallahassee, FL 32302-1500

RE: 2006 Not-for-Profit Corporation Annual Report

Document # F96000002964

Enclosed you will find:

1. 2006 Not-for-Profit Corporation Annual Report
2. SCA Officers
3. SCA Board of Directors
4. Check # 147428 for \$70.00
5. SCA Bylaws

Please let us know if you require any further information.

Thank You,
The Student Conservation Association

Melissa Catellier

By Melissa Catellier
Financial Assistant
PO Box 550
Charlestown, NH 03603
Tel 603-543-1700
Fax 603-543-1828
www.thesca.org