

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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B. philia, Inc

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- Art of Inc. File *Cert*
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

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TALLAHASSEE, FLORIDA
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Signature _____

Requested by:

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Name _____

Date _____

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Walk-In _____

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**Articles of Incorporation
of
Biophilia, Inc.**

The undersigned, for the purpose of forming a non-profit corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

**Article I
Name**

The name of the non-profit corporation is Biophilia, Inc.

**Article II
Corporate Duration**

The duration of the corporation is perpetual.

**Article III
Purposes**

The general purpose for which the corporation is organized are:

1. The purpose for which this corporation is organized is to promote, encourage and educate as to the protection of life, well-being, nature preservation, and human-animal relations and interactions.
2. The Corporation is organized exclusively for charitable religious and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United State Internal Revenue Law), including to the extent permitted by said Section 501 (c) (3).
3. The Corporation shall have the power to do all lawful acts which are, in the opinion of the Board of Directors of the Corporation, necessary or desirable to carry out its purposes consistent with the provisions of Florida Statutes and Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.
4. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, 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.
5. The Corporation shall remain a corporation which is non-profit. No dividends shall be paid by the Corporation, and no part of earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors or officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth

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herein.

6. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (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 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

**Article Iv
Stock**

This corporation is organized on a non-stock basis. The Corporation is not authorized to issue capital stock.

**Article V
Registered Office and Agent
and Principal Place of Business and Mailing Address**

The street address of the initial registered office of the corporation is 9108 Front Beach Road, Panama City Beach, Florida 32407. The name of its initial registered agent is Steven L. Applebaum.

The principal place of business for the corporation is 1202 Christel Avenue, Panama City, Florida 32401.

The mailing address for the corporation is 1202 Christel Avenue, Panama City, Florida 32401.

**Article VI
Directors**

The number of directors constituting the initial board of directors of the corporation is 9. The names and addresses of the persons who are to serve as members of the initial board of directors are:

Name	Address
Michel Atlas	5605 Sunset Avenue, Unit B Panama City Beach, Florida 32408

Suellyn Vanderslice

1202 Chrisel Avenue
Panama City, Florida 32401

Russell McFee

3004 Salerno Road
Stuart, Florida

Article VII Incorporator

The name and address of the incorporator is:

Name	Address
Michel Atlas	5605 Sunset Avenue, Unit B Panama City Beach, Florida 32407

Article VIII Bylaws & Management

Provisions for the regulation of the internal affairs of the corporation and the method of election of directors shall be stated in the bylaws.

Article IX Dissolution

Upon dissolution of the Corporation, any assets remaining after the satisfaction of all corporate liabilities shall be conveyed to such organization or organizations as shall be selected by the affirmative vote of a majority of the Directors, provided, however, that such organization or organizations must be recognized as exempt from federal income taxation under Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986, as amended or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

Article X Indemnification

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while

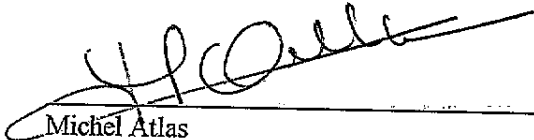
holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Article XI
Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Execution Clause and Signatures

I witness where, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporator of this corporation have executed these Articles of Incorporation this 11 day of April, 2000.


Michel Atlas

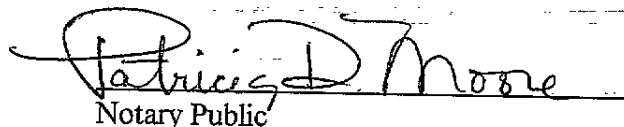
Acknowledgment

State of Florida
County of Bay

I **Hereby Certify** that on this 11 day of April, 2000, before me, an officer duly qualified to take acknowledgments, personally appeared **Michel Atlas**, who is to me personally known; or who produced _____ as identification who executed said instrument and acknowledged before me that they executed the same for the purposes therein expressed.

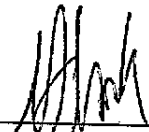


Patricia D. Moore
MY COMMISSION # CC547650 EXPIRES
April 15, 2000
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public

**Designation and Acceptance
of Registered Agent**

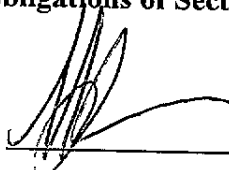
In compliance with Section 607.0501, Florida Statutes, the following is submitted first that Steven L. Applebaum, with its place of business at 9108 Front Beach Road, Panama City Beach, Florida 32407, State of Florida, as its agent to accept service of process within Florida.



Steven L. Applebaum

Date: 4-11-00

Having been named to Accept Service of Process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501 Florida Statutes.

Agent: 

Date: 4-11-00

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