

N04000006769

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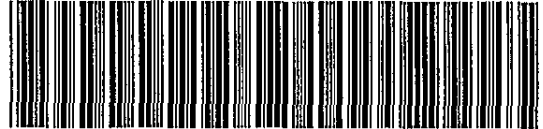
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PICK-UP WAIT MAIL

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(Document Number)

Certified Copies _____ Certificates of Status _____



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 APR - 1 PM 4:18

Special Instructions to Filing Officer:

R. Carlton Ward Jr.
GAVE
AUTHORIZATION BY PHONE TO
CONNECT Fix New Name
DATE 4/13/05
100 BRAM D. Coine

Office Use Only

NAME CHANGE
w/
Amendment
04/13/05

DC

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Legacy Institute for Nature and Culture, Inc.

DOCUMENT NUMBER: N04000006769

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Carlton Ward Jr
(Name of Contact Person)

(Firm/ Company)

520 East Davis Blvd
(Address)

Tampa, FL 33606
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Carlton Ward Jr at (813) 2510251
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

Legacy Institute for Nature and Culture, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N04000006769

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

Legacy Institute for Nature & Culture, Inc.

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

I - Name Change

II - New mailing address: PO Box 1802, Tampa, FL, 33601

For the remainder, see new articles attached.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 APR - 1 PM 4: 18

ARTICLES OF INCORPORATION
FOR
LEGACY INSTITUTE FOR NATURE & CULTURE, INC.

The undersigned incorporators ("Incorporators") of LEGACY INSTITUTE FOR NATURE & CULTURE, INC., for the purpose of forming a Corporation under the Florida Not For Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of this Corporation is LEGACY INSTITUTE FOR NATURE & CULTURE, INC.

ARTICLE II
ADDRESS

The mailing address of this Corporation shall be:

PO Box 1802
Tampa, FL 33601

ARTICLE III
DURATION AND COMMENCEMENT

The Corporation will exist perpetually, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV
PURPOSE

The general object and general purpose of the Corporation shall be to raise awareness for natural environments and cultural legacies, educate about important connections between human societies and natural ecosystems, promote conservation and stewardship of natural heritage, build connections between scientific knowledge and public understanding, and improve discourse between people of different geographic and ideological positions. The main tool of the Corporation shall be communications, including photographic documentary of threatened or changing landscapes, ecological and cultural. The Corporation shall also create scholarships and fellowships to empower journalists and artists to pursue meaningful projects consistent with the scope of the Corporation's mission. The foregoing shall hereafter collectively be referred to as the "Charitable Purposes" of the Corporation.

In carrying out the Charitable Purposes, the Corporation shall have all of the powers and authorities granted by law pertaining to Corporations not for profit, including the power and authority to accept gifts, devises and other contributions for Charitable Purposes, to buy and sell real and personal property, or an undivided interest therein, to lease property, to hold, administer,

invest and reinvest the funds or properties for Charitable Purposes either directly or by contribution to other organizations organized and operated exclusively for Charitable Purposes; provided, however, that such powers and authorities shall be exercised only in furtherance of Charitable Purposes as permitted under Chapter 617, Florida Statutes, and under Sections 501(c)(3) and 170(c)(2) of the Code and regulations pertaining thereto.

ARTICLE V
GENERAL

All income and assets of the Corporation in excess of necessary expenses shall be administered solely and exclusively for the Charitable Purposes by the Board of Directors.

The Corporation shall not have capital stock and shall not pay dividends to its Incorporators, directors, or officers. In addition, no part of the income of the Corporation shall be distributed to its Incorporators, directors, or officers, provided that the Corporation may pay compensation in a reasonable amount to its incorporators, directors, or officers for services rendered.

ARTICLE VI
MEMBERS

The qualifications, rights and the manner for admission of members of the Corporation shall be as specified in the Bylaws.

ARTICLE VII
PROHIBITED ACTIVITIES

The Corporation:

- (a) shall not attempt to influence legislation as a substantial part of its activities;
- (b) shall not allow any part of its net income to inure to the benefit of Directors, officers or members of the Corporation or to any other individuals, except in the furtherance of its Charitable Purposes;
- (c) shall not participate to any extent in any political campaign for or against any candidate for public office;
- (d) shall not conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Code, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Code.
- (e) to the extent it is, or shall become, a private foundation, shall not fail to make distributions for each taxable year at such time and in such manner as to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

- (f) to the extent it is, or shall become, a private foundation, shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (g) to the extent it is, or shall become, a private foundation, shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (h) to the extent it is, or shall become, a private foundation, shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code; or
- (i) to the extent it is, or shall become, a private foundation, shall not make any taxable expenditures as defines in Section 4945(d) of the Code.

ARTICLE VIII DISSOLUTION

Upon the dissolution of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the directors or members of the Corporation, but all property and proceeds of the Corporation, subject to the discharge of valid obligations of the Corporation, and to the applicable provisions of the Florida Not For Profit Corporation Act, shall be distributed as directed by the Board of Directors exclusively for purposes compatible with those of the Corporation, among one or more Corporations, trusts, funds or foundations organized and operated exclusively for charitable, scientific, literary or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member or individual, and no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation, and which does not participate or intervene in any political campaign on behalf of any candidate for public office, or to other entities of the type which qualify for exemption under section 501(c)(3), 170(b)(1)(A) and 170(c)(2) of the Internal Revenue Code, as amended, or the corresponding provisions of any future Federal tax law. Any of such assets not so disposed of shall be disposed of by the Circuit Court for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX Directors

The directors of the Corporation shall be elected in the manner set forth in the Bylaws. The number of directors may be increased or decreased in accordance with the procedures specified in the Bylaws, but shall not be less than three. The initial Board of Directors of the Corporation shall consist of three directors, who shall serve until the first annual meeting of the Board of Directors, or until their successors are elected and qualified.

ARTICLE X
BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors.

ARTICLE XI
AMENDMENTS

An amendment to these articles may be proposed by any member of the Board of Directors. Amendments shall be adopted by the Board of Directors by the affirmative vote of at least a majority of the directors then in office.

ARTICLE XII
INITIAL REGISTERED OFFICE AND AGENT

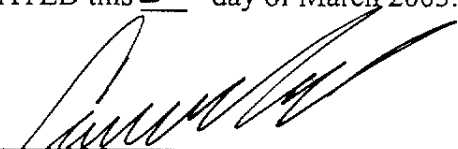
The address, including street and number of the Corporation's initial registered office is 520 E Davis Blvd., Tampa, FL 33606, and the name of its initial registered agent at such address is R. Carlton Ward Jr..

ARTICLE XIII
INCORPORATORS

The name and address of the Incorporators of the Corporation are:

R. Carlton Ward Jr.
520 E Davis Blvd
Tampa, FL 33606

DATED this 21th day of March 2005.



R. Carlton Ward Jr., Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED.


Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That THE LEGACY INSITUTE FOR NATURE & CULTURE, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 520 E Davis Blvd., Tampa, FL 33606, has named R. Carlton Ward Jr. as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Not For Profit Corporation Act, and am familiar with, and accept, the obligations of that position.

Dated this 21 day of March 2005.



R. Carlton Ward Jr., Registered Agent

The date of adoption of the amendment(s) was: 21 March, 2005

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 28 day of March, 2005

Signature _____

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

R. Carlton Ward, Jr.

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35