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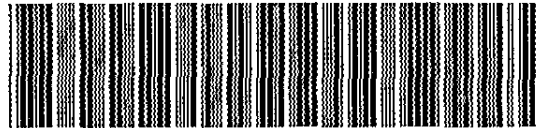
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 29, 2004

PHILIP P. SCHAEFFER
923 SOUTHARD ST.
KEY WEST, FL 33040

SUBJECT: FRIENDS OF THE ASA WRIGHT NATURE CENTRE, INC.
Ref. Number: W04000029072

We have received your document for FRIENDS OF THE ASA WRIGHT NATURE CENTRE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6995.

Wanda Cunningham
Document Specialist
New Filings Section

Letter Number: 104A00047682



VIA FEDERAL EXPRESS

August 17, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **Friends of the Asa Wright Nature Centre, Inc.**

To Whom It May Concern:

Enclosed herein please find the original Articles of Incorporation for **Friends of the Asa Wright Nature Centre, Inc.**, a Florida non-profit corporation. The Division's filing fees were previously paid when the Articles were originally sent for filing; however, our filing inadvertently omitted the Registered Agent's Acceptance, which is included with this filing..

Should the same meet with the Department's approval, please file the Articles of record as soon as possible.

Sincerely,

Richard M. Klitenick
/RMK
Enclosures as stated

c: client

ARTICLES OF INCORPORATION
OF
FRIENDS OF THE ASA WRIGHT NATURE CENTRE, INC.

The undersigned, for the purposes of forming a not for profit corporation under Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is **FRIENDS OF THE ASA WRIGHT NATURE CENTRE, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is c/o Philip P. Schaeffer, 923 Southard Street, Key West, FL 33040.

ARTICLE III: PURPOSE

The specific nature of business for this corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, specifically to: to promote the advancement of education and conservation science in Trinidad & Tobago to protect its tropical rainforests and other critical habitats and further the educational and interpretive opportunities available to Centre visitors; to promote the acquisition, preservation, protection, and enhancement of the historical, natural, and recreational resources within the environmentally sensitive Northern Range of Trinidad & Tobago; to provide for the daily operation of the Asa Wright Nature Center; to assist in implementing Centre improvements; to promote the acquisition, preservation, protection, and enhancement of the cultural, historical, natural, and recreational resources within the environmentally sensitive Northern Range of Trinidad & Tobago; and to enhance and promote environmental programs throughout Trinidad & Tobago through education, scientific research, as well as through land acquisition of endangered habitats. The Centre's role is to also encourage and support a wide range of organizations and projects that work to protect and enhance Trinidad & Tobago's incredible tropical ecosystems and wildlife, to promote sustainable communities, to help build institutional capacity, and to build broad-based public support for environmental protection, among other things.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV: QUALIFICATION

The qualifications for members and the manner of their admission are stated in the bylaws of the corporation.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and agent of the corporation is Richard M. Klitenick, Esq., 1009 Simonton Street, Key West, Florida 33040.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the corporation is initially six (6). The manner in which the directors are elected is stated in the corporate by laws. The name and address of each person who is to serve as a member of the initial Board of Directors is

Dr. Robert A. Thomas
Centre for Environmental Communications
Loyola University, P.O. Box 199
6363 St. Charles Avenue
New Orleans, LA 701180-6195

Charity Krueger
Aullwood Audubon Center & Farm
100 Aullwood Road
Dayton, OH 45414-1129

Everard Medina
66 Jasmine Avenue
Victoria Gardens, Diego Martin
Trinidad & Tobago, W.I.

Brien de Gannes
2 West Vale Avenue
Glencoe
Trinidad & Tobago, W.I.

Dr. Carol James
4 Cocrico Street
Samaan Gardens, Trincity
Trinidad & Tobago, W.I.

Philip P. Schaeffer
923 Southard Street
Key West, FL 33040

ARTICLE VI: NON-STOCK BASIS

The corporation is organized under a non-stock basis.

ARTICLE VIII: DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of organization 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: INCORPORATOR

The name and address of the original incorporator of these Articles of Incorporation is Philip P. Schaeffer, 923 Southard Street, Key West, FL 33040.

ARTICLE X: AMENDMENTS

The corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendments(s) thereto.

ARTICLE XI: CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes.


Philip P. Schaeffer, Incorporator
July 15, 2004

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CERTIFICATE OF DESIGNATION

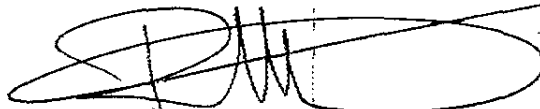
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 617, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida

1. The name of the corporation is: **FRIENDS OF THE ASA WRIGHT NATURE CENTRE, INC.**
2. The name and street address of the registered agent and office is:

Richard M. Klitenick, Esq.
Richard M. Klitenick, PA
1009 Simonton Street
Key West, FL 33040

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



RICHARD M. KLITENICK, ESQ.