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ACCOUNT NO. : 072100000032
REFERENCE : 295802 4303929
AUTHORIZATION : Patricia Pizoto
COST LIMIT : \$ 43.75

ORDER DATE : July 2, 1999
ORDER TIME : 10:19 AM
ORDER NO. : 295802-005
CUSTOMER NO: 4303929

Name change & Amend

400002922264--9

CUSTOMER: Ms. Jazmine Roman
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: THE TROPICAL RAINFOREST
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED
99 JUL -2 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JUL -2 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
LL

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE TROPICAL RAINFOREST FOUNDATION, INC.**

(A Florida Corporation Not for Profit)

FILED
99 JUL -2 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the authority set forth in Sections 617.1001, 617.1002, 617.1006 and 617.1007 of Florida Statutes, the undersigned corporation hereby amends and restates its Articles of Incorporation.

1. The name of the corporation is THE TROPICAL RAINFOREST FOUNDATION, INC., a Florida corporation not for profit.

2. The Articles of Incorporation of the corporation hereby are amended and restated by deleting in their entirety the existing Articles of Incorporation and adopting in their place the following Amended and Restated Articles of Incorporation:

ARTICLE 1

Name

The name of this corporation is TROPICAL RAINFOREST FOUNDATION, INC. (hereinafter called the "Corporation").

ARTICLE 2

Principal Place of Business and Mailing Address

The address of the principal office of the Corporation shall be 30 West Mashta Drive, Suite 405, Key Biscayne, Florida 33149.

ARTICLE 3

Duration

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE 4

Purpose

The Corporation is organized exclusively for charitable, scientific and educational purposes, including for such purposes, the making of contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future Federal tax code. Subject to the limitations and restrictions set forth in the preceding sentence of this Article 4, the purpose of the Corporation shall be to foster understanding of and to preserve tropical rainforests in Central America and to assist people living in those rainforests, especially indigenous Mayans.

ARTICLE 5

Powers

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the advancement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the Corporation shall have any additional powers that may be specified in the Bylaws (as defined in Article 11 hereof).

ARTICLE 6

Management

Management of the Corporation shall be vested in the Corporation's Board of Directors. The number and method of election of the directors of the Corporation who shall serve following the terms of the initial directors of the Corporation shall be as stated in the Bylaws.

ARTICLE 7

Members

The Corporation may have one or more classes of members. The qualifications for membership in the Corporation, the method of selecting and admitting members to the Corporation and the rights and responsibilities of members shall

be as set forth in the Bylaws. Except as otherwise provided in the Bylaws, members of the Corporation shall have no power to vote for the election of directors or with respect to other matters concerning the Corporation.

ARTICLE 8

Disposition of Assets upon Dissolution

Upon dissolution of the Corporation, any assets remaining after the payment of its debts shall be disposed of by transfer to one or more organizations that are described in section 501(c)(3) and in section 509(a)(1), (2) or (3) of the Code, or corresponding sections of any future Federal tax code, to be used for one or more of the purposes of the Corporation, or to the State of Florida or any political subdivision or agency thereof to be used for exclusively public purposes, in such proportions as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for public purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by the Corporation upon trust or other condition or subject to an executory or special limitation, and, upon dissolution of the Corporation, such property shall be transferred in accordance with the trust, condition or limitation imposed with respect thereto.

ARTICLE 9

Restrictions

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, 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 purposes set forth in Article 4 hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code if the Corporation makes the election described therein), and the Corporation shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or corresponding section of any future Federal tax code, or (ii) by a corporation to which contributions are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code or corresponding sections of any future Federal tax code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Code, or corresponding section of any future Federal tax code, then, in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding section of any future Federal tax code; and

B. shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding section of any future Federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding section of any future Federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future Federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding section of any future Federal tax code.

ARTICLE 10

Indemnification of Directors

The Corporation shall indemnify and advance expenses to and may purchase and maintain insurance on behalf of its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may deem appropriate or advisable from time to time.

ARTICLE 11

Bylaws

The bylaws of the Corporation (the "Bylaws") shall be adopted initially by the affirmative vote of a majority of the Corporation's Board of Directors. Thereafter, the Bylaws may be amended as provided in the Bylaws. The Bylaws may

contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or with these Articles of Incorporation.

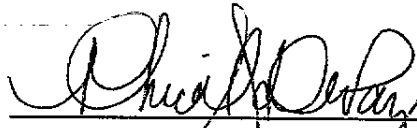
ARTICLE 12

Amendment

These Articles of Incorporation shall be amended only by the affirmative vote of a two-thirds (2/3) majority of the entire Board of Directors (taking into account for such purposes any vacant seats on the Board of Directors).

3. The corporation has no members who are entitled to vote on proposed amendments to its Articles of Incorporation. The Board of Directors of the corporation adopted these Amended and Restated Articles of Incorporation on JUNE 29, 1999.

IN WITNESS WHEREOF, the undersigned President of the corporation has signed these Articles of Incorporation for and on behalf of the corporation on this 29th day of JUNE, 1999.



VIDA DE PAZ, President