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*Amended And
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TALLAHASSEE, FLORIDA

MAR 13 2013

T. ROBERTS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 31, 2013

FLORIDA AUDUBON SOCIETY, INC.
444 BRICKELL AVE STE 850
MIAMI, FL 33131

SUBJECT: FLORIDA AUDUBON SOCIETY, INC.
Ref. Number: 703810

We have received your document for FLORIDA AUDUBON SOCIETY, INC., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$35.00.

The fee for a certified copy is \$8.75 for the first 8 pages of the document and \$1 per page for each additional page, not to exceed \$52.50. A certificate of status is \$8.75.

*Attached
are the
minutes*

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tina Roberts
Regulatory Specialist II

Letter Number: 513A00002510

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
Of the Florida Audubon Society, Inc.
(A Florida Not For Profit Corporation)**

ARTICLE I: NAME

The name of the corporation (the "Corporation") is "Florida Audubon Society, Inc."

ARTICLE II: PRINCIPAL OFFICE

The principal office of business and mailing address of the corporation is 444 Brickell Avenue, Suite 850, Miami, Florida 33131.

ARTICLE III: REGISTERED AGENT

The name and Florida street address of the Corporation's registered agent is Eric Draper, 444 Brickell Avenue, Suite 850, Miami, Florida 33131.

ARTICLE IV: CORPORATE PURPOSES

Notwithstanding any other provision of these Articles of Incorporation, the objects and purposes of the Corporation shall be exclusively religious, charitable, scientific, literary and/or educational within the meaning of section 501(c)(3) of the Internal Revenue Code. The objects and purposes of the Corporation shall include the following: (1) to foster the protection and wise management of those aspects of man's environment that will insure his physical survival and his psychological well-being; (2) to arouse through education, public recognition of the value of and the need for protecting native flora and fauna, soil, air, water, as well as the interdependence of these several natural resources; (3) to study and conduct research with relation to scientific facts, including but not limited to, natural science and ecology, a knowledge of which is essential to the formulation of sound policies in the field of conservation; (4) to foster recognition of the need for preservation of such environmental conditions as ample food, water, and cover upon which native plants and animals depend for survival; (5) to foster the preservation of an adequate stock of native animals and plants, so that no native species may become threatened with extinction; (6) to promote the protection and preservation of natural resources, including the encouragement, establishment and maintenance of nature sanctuaries; (7) to foster environmental education and in furtherance thereof to encourage and promote the preservation of tracts of natural land, particularly in or near urban areas, and the establishment and maintenance thereon of facilities and programs which will bring about a better understanding by children and adults of the world of nature; (8) to publish and distribute documents, as means of disseminating information about the subjects mentioned above or related matters; (9) to accumulate and maintain such documents and records as will construe a history of movement to conserve natural resources in the State of Florida; (10) to hold meetings, lectures, and exhibitions, and to develop and maintain a library in the interest of conservation of natural resources; (11) to establish and maintain such educational projects as nature trails, nature centers, exhibits, tours and camps; (12) to encourage cooperation among affiliated groups and other organizations in sympathy with the stated aims of the corporation; (13) to cooperate, as the occasion permits, with national and state environmental

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agencies, and with private and public associations and foundations devoted to the interests of conservation and to education in the field of natural resources; (14) to further by all means that are both wise and opportune, the objects included within or related to those listed in the thirteen foregoing subsections.

As a means of accomplishing these purposes, the Corporation in furtherance and not by way of limitation of its statutory powers, shall have the power to solicit, raise, accept, hold and administer funds exclusively for its objects and purposes, and to that end, to take and receive, by purchase, grant, gift, bequest or devise, or as beneficiary of any trust, any property, real or personal, tangible or intangible, wheresoever located, to make donations in furtherance of such purposes; to invest and reinvest the funds and other property of the Corporation, including the power to invest and reinvest such funds and property in furtherance of such purposes, without regard to whether such investments would be considered as desirable or prudent by an investor interested solely in profit and not interested in promoting such purposes; and to collect and receive the income, if any, from any investment or reinvestment of such funds or property, and to apply the income and, if the Corporation so decides, the principal of such property as the Corporation may from time to time possess, to the purposes of the Corporation.

ARTICLE V: CORPORATE POWERS

The Corporation shall have all of the powers of a Corporation Not for Profit authorized by the Florida Statutes, including without limitation the powers enumerated in Section 617.0307, Florida Statutes. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI: CORPORATE LIMITATIONS

The Corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any director, officer, employee or member of a committee of, or person connected with, the Corporation; provided, however, that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes.

ARTICLE VII: LIQUIDATION

In the event of the liquidation, dissolution or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the Corporation's property or assets shall not be conveyed or distributed to any director, officer, employee or member of a committee of, or person connected with, the Corporation, or any other private individual, nor to any organization created or operated for profit; but, after deducting all necessary expenses of liquidation, dissolution or winding up, as the case may be, all the remaining property and assets of the Corporation shall be distributed only to National Audubon Society, Inc. (if it shall then qualify under section 501(c)(3) of the Internal Revenue Code) or to such other organizations as shall

then qualify under section 501(c)(3) of the Internal Revenue Code, as the directors of the Corporation shall in their discretion determine.

ARTICLE VIII: LIMITATION ON POLITICAL ACTIVITY

Except to the extent permitted by the Internal Revenue Code, the Corporation shall not carry on propaganda or otherwise attempt to influence legislation. The Corporation shall not participate in or intervene in (including by the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IX: TAX MATTERS

During any period that the Corporation is determined to be a "private foundation" as defined in section 509 of the Internal Revenue Code, the Corporation, in accordance with the following sections thereof, shall: (a) distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under section 4942; (b) not engage in any act which is subject to tax as self-dealing under section 4941; (c) not retain any holdings under section 4943; (d) not make any investments in such manner as to subject the Corporation to tax under section 4944; and (e) not make any taxable expenditures which are subject to tax under section 4945.

All references in these Articles of Incorporation to the Internal Revenue Code shall mean the Internal Revenue Code of 1986, as amended, and shall be deemed to include any future United States internal revenue law, and all references to sections of that Code shall be deemed to include such sections as amended from time to time, or corresponding provisions of any future internal revenue law.

ARTICLE X: MEMBERS

The Corporation shall have members. The terms and rights of membership shall be as set forth in the bylaws.

ARTICLE XI: BOARD OF DIRECTORS

There shall be a Board of Directors consisting of not less than three (3) nor more than twenty-eight (28) members. The method of election of directors shall be as set forth in the bylaws, provided that one-quarter of the directors shall be chapter directors selected from regions through a process determined by the Board of Directors.

ARTICLE XII: AMENDMENT

The Articles of Incorporation shall be amended only by a majority vote of those members present at the Annual Meeting or a special members' meeting. Notice of such a members' meeting shall be given by 30 days' notice by mail, or included in a Corporation periodical which is mailed or transmitted by electronic means to the members.

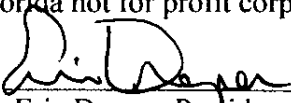
CERTIFICATE OF APPROVAL

The above and foregoing constitute the Restated Articles of Incorporation of Florida Audubon Society, Inc., a Florida Not For Profit corporation, that said Restated Articles of Incorporation constitute a complete amendment to the Articles of Incorporation of the Corporation and shall supersede previous Articles of Incorporation; that the amendment was adopted by a vote of the members at a special meeting given with proper notice pursuant to Section 617.0701, Florida Statutes, and that their vote was legally sufficient for approval.

IN WITNESS WHEREOF, upon approval by the members as its Special Meeting held on January 18, 2013, the corporation authorized this amendment to its Articles of Incorporation as an Amended and Restated Articles of Incorporation and authorizes its President to affix his name and affix the corporate seal this 21 day of January, 2013.

FLORIDA AUDUBON SOCIETY, INC.,
a Florida not for profit corporation

By:



Eric Draper, President