

Division of Corporations

Page 1 of 1

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LOWRY PARK ZOOLOGICAL SOCIETY OF TAMPA, INC.

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**ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
LOWRY PARK ZOOLOGICAL SOCIETY OF TAMPA, INC.
Document Number 766300**

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Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Act, Lowry Park Zoological Society of Tampa, Inc. amends and restates its Articles of Incorporation and adopts the following Restated Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is Lowry Park Zoological Society of Tampa, Inc.

ARTICLE II. PRINCIPAL OFFICE

The mailing address of the corporation and the street address of the principal office of the corporation are as follows:

7530 North Boulevard
Tampa, Florida 33604

ARTICLE III. PURPOSES

The corporation is organized to establish a non-profit, non-political, and non-partisan charitable organization for the following general purposes:

- (a) To promote wildlife and habitat education and conservation throughout the world;
- (b) To operate a zoological garden that acquires, breeds, and exhibits collections of wild animals;
- (c) To partner with organizations that engage in wildlife and habitat education and conservation;
- (d) To serve as a resource for its community regarding conservation and environmental matters affecting animals and habitats in Florida and throughout the world;
- (e) To solicit and obtain grants and charitable contributions from individuals, corporations, governmental boards and agencies, and other public and private sources to fund the activities of the corporation;
- (f) To assist and support through donations and other means other charitable organizations that promote the same or similar purposes as the corporation

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and to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986; and

- (g) To transact any and all other lawful activities that are incidental to the foregoing general purposes and for which a corporation can be organized under the Florida Not For Profit Corporation Act, except as restricted by other provisions of these Articles of Incorporation.

The corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The corporation has and may exercise all powers conferred on a not for profit corporation under the laws of the State of Florida. However, the corporation shall not engage in any activity that would cause either (a) the corporation to cease to be exempt from income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any superseding United States income tax law, or (b) contributions to the corporation to cease to be deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any superseding United States income tax law. In addition, the corporation shall not engage in any activity attempting to influence legislation by propaganda or otherwise, and shall not participate or intervene in any political campaign on behalf of a candidate for public office. The corporation shall not permit any of its assets or income to inure to the benefit of any officer, trustee, or other private individual. Upon its dissolution, the corporation shall adopt a plan that provides for (i) the return, transfer, or conveyance of any assets that are held by the corporation on the condition that they be returned, transferred, or conveyed in a specified manner upon the dissolution of the corporation, and (ii) the distribution of all its other remaining assets, after the payment of all liabilities of the corporation and all costs and expenses of dissolution, for a public purpose to the Federal government, a state or local government, or one or more organizations that then qualify for exemption from income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any superseding United States income tax law).

ARTICLE IV. MEMBERS

The corporation shall not have any members.

ARTICLE V. TRUSTEES

The Board of Trustees of the corporation is vested with the management of the affairs of the corporation and constitutes its board of directors for all legal purposes. The trustees of the corporation will be elected as provided in the Bylaws of the corporation. The number of trustees will be established as provided in the Bylaws of the corporation, but the corporation shall never have fewer than 20 or more than 50 trustees.

ARTICLE VI. REGISTERED AGENT AND OFFICE

The street address of the registered office of the corporation and the name of its registered agent at that address are as follows:

Craig A. Pugh
7530 North Boulevard
Tampa, FL 33604

H09000095860 3

H09000095860 3

ARTICLE VII. INCORPORATORS

The names and addresses of the incorporators of the corporation are as follows:


<u>Name</u>	<u>Address</u>
Thomas Hires, Sr.	1500 N. Dale Mabry Highway Tampa, Florida 33607
Walter Blake	P.O. Box 9066 Tampa, Florida 33674
Joann Dawkins	4705 Clear Avenue Tampa, Florida 33609

ARTICLE VIII. BYLAWS AND AMENDMENTS

The power to adopt, amend, and repeal the Bylaws of the corporation is vested in its Board of Trustees. The corporation reserves the right to amend any provision of these Articles of Incorporation in the manner prescribed by law pursuant to a resolution adopted by the affirmative vote of a majority of all the trustees of the corporation.

The foregoing Restated Articles of Incorporation supersede the existing Articles of Incorporation of the corporation, as amended and restated before the effective date of these Articles of Restatement. The members of the corporation are not entitled to vote on the amendments to the Articles of Incorporation that are included in the foregoing Restated Articles of Incorporation. The foregoing amendments and restatement of the corporation's Articles of Incorporation were adopted and approved on April 3, 2009, by the affirmative vote of a majority of the trustees of the corporation, which is sufficient for approval of the amendments and restatement.

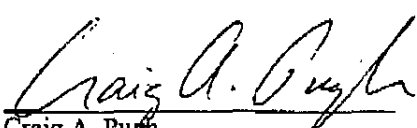
DATE: April 3, 2009


Catherine Lowry Straz
Chair of the Board

Acceptance of Registered Agent

I accept the appointment as registered agent for Lowry Park Zoological Society of Tampa, Inc. and agree to act in this capacity. I further acknowledge that I am familiar with the statutory obligations of a registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

DATE: April 3, 2009


Craig A. Pugh

H09000095860 3