

NO0000000564

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

North

Central Florida Zoological  
Society, Incorporated

700002959437--4

-08/13/99--01081--018

\*\*\*\*\*78.75 \*\*\*\*\*78.75

EFFECTIVE DATE

8-11-99

T BROWN AUG 16 1999

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☒ Cert. Copy

☐ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

59 AUG 16 PM 2:43

FILED



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 28, 2000

FRANK CALABRIA  
8675 SW 52ND STREET  
OCALA, FL 34481

SUBJECT: NORTH CENTRAL FLORIDA ZOOLOGICAL SOCIETY, INCORPORATED

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT P99000072888 corporation. Please be advised, we have corrected our records to reflect this corporation as a NON PROFIT corporation and assigned new document number N00000000564 with the original file date of August 16, 1999.

Any annual reports/uniform business reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,  
Kimberly Rolfe  
Corporate Specialist Supervisor  
New Filings Section

Letter number: 600A00004122



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

RECEIVED

99 AUG 16 PM 12:09

RECEIVED  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

August 13, 1999

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA STREET, SUITE 1  
TALLAHASSEE, FL 32302

SUBJECT: CENTRAL FLORIDA ZOOLOGICAL SOCIETY, INCORPORATED  
Ref. Number: W99000018826

We have received your document for CENTRAL FLORIDA ZOOLOGICAL SOCIETY, INCORPORATED 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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) 487-6933.

Teresa Brown  
Corporate Specialist

Letter Number: 999A00041051

Corrected

**ARTICLES OF INCORPORATION OF  
NORTH CENTRAL FLORIDA ZOOLOGICAL SOCIETY, INCORPORATED  
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the Corporation shall be: North Central Florida Zoological Society, Incorporated

The principal place of business and the mailing address of this Corporation shall be:

8675 S.W. 52nd Street, Ocala, Florida 34481

**ARTICLE II. NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees, or Officers except to the extent permissible under law.

**ARTICLE III. DURATION**

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

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE IV. PURPOSES**

The Corporation is organized, and shall be operated exclusively for the following purposes:

- (a) To assist in management and operation of the Endangered Parrot Trust Incorporated by the Central Florida Zoological Society, a learned zoological organization.
- (b) To oversee and coordinate the care conservation and reintroduction through nutritional research and public education of parrot species.
- (c) To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

**FILED**  
99 AUG 16 PM 2:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE V. POWERS**

This Corporation shall have and exercise all authority, rights, and powers conferred upon not for profit corporations under the laws of Florida generally, and specifically as provided in Section 617.0302 of the Florida Statutes; provided, however, that this Corporation is not authorized or empowered to engage in any activity that, in itself, is not in furtherance of its purposes as set forth in furtherance of its purposes as set forth in subparagraphs (a) through (c) of Articles IV.

## **ARTICLE VI. LIMITATION**

This Corporation is formed and shall be operated exclusively for nonprofit purposes. No part of any net earnings shall inure to the benefit of any Member, Trustee, or Officer of the Corporation except as provided by law.

## **ARTICLE VII. QUALIFICATION AND ADMISSION OF MEMBERS**

The authorized number, qualifications, and manner of admission of Members of this corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of Members, the liability of Members for dues and/or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the Bylaws of this corporation.

## **ARTICLE VIII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial Registered Office is 36410 U.S. Highway 19 North, Palm Harbor, Florida 34684. The name of the Corporation's initial Registered Agent at that address is Alan S. Marshall, Esquire.

## **ARTICLE IX. FIRST BOARD OF TRUSTEES**

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is six. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees every ten years or as a vacancy arises. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges.

The name and address of each initial Trustee of the Corporation is as follows:

NAME	ADDRESS
Gary Dempsey	346 Henry Street, South Anboy, New Jersey 08879
Kay Morman Fosbinder	630 N. Garden City Road, Freemont, Nebraska, 68025
Judy Gitt	410 East 1st Street, Freemont, Nebraska 68025
Alan S. Marshall	36410 U.S. Highway 19 North, Palm Harbor, Florida 34684
Kevin J. Broehm	8675 S.W. 52nd Street, Ocala, Florida 34481
Frank Calabria	8675 S.W. 52nd Street, Ocala, Florida 34481

#### ARTICLE X. BASIS UNDER WHICH CORPORATION ORGANIZED

This Corporation is organized under a nonstock basis. The Corporation shall not issue shares of stock.

#### ARTICLE XI. OFFICERS

The Officers of the Corporation shall consist of a President, Secretary/Treasurer, and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

President:	<u>Kay Moran Fosbinder, 630 N. Garden City Road,</u> <u>Freemont, Nebraska 68025</u>
Secretary/Treasurer:	<u>Frank Calabria, 8675 S.W. 52nd, Street, Ocala, Florida</u>

#### ARTICLE XII. INCORPORATORS

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Frank Calabria	8675 S.W. 52nd Street, Ocala, Florida 34481

### ARTICLE XIII. BYLAWS

Bylaws will be adopted at the first meeting of the Board of Trustees. Such Bylaws may be amended, repealed, in whole or in part, by the Board of Trustees in the manner provided in the Bylaws. Any amendments to the Bylaws shall be binding on all Member of this Corporation.

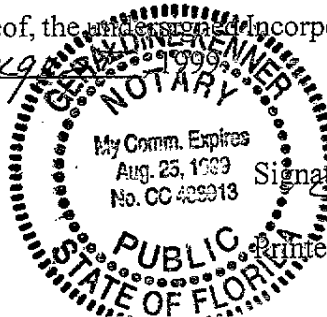
### ARTICLE XIV. AMENDMENT OF ARTICLES

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them. All rights and privileges conferred upon the Members, Trustees, and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

### ARTICLE XV. INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

In Witness Whereof, the undersigned Incorporator has executed Articles of Incorporation on this 12 day of August, 1999.



Signature

*Frank Calabria*

Printed name

FRANK CALABRIA

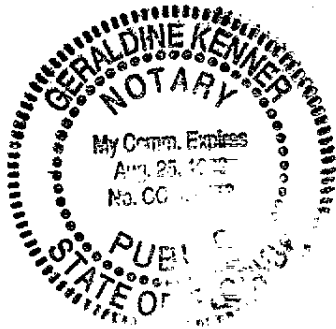
C 414-260-56-086-0

STATE OF FLORIDA  
COUNTY OF Martin

Before Me, a Notary Public authorized to take acknowledgments in the County and State aforesaid, personally appeared, and to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

Witness my hand and official seal in the County and State last aforesaid, this 12<sup>th</sup> day of

August, 1999.



*Geraldine Kenner*

Notary Public

My Commission Expires: Aug 25, 1999

### ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of the Central Florida Zoological Society, Incorporated, which is contained in the foregoing Articles of Incorporation.

Dated this 11<sup>th</sup> day of AUGUST, 1999.



Registered Agent  
Alan S. Marshall, Esquire  
36410 U.S. Highway 19 North  
Palm Harbor, Florida 34684

To: Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

### CERTIFICATE OF DESIGNATION REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned not for profit 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 North Central Florida Zoological Society, Incorporated
2. The name and address of the registered agent and office is:

**Alan S. Marshall, Esquire**  
**36410 U.S. Highway 19 North**  
**Palm Harbor, Florida 34684**

Date: \_\_\_\_\_

Signature and title of corporate officer

\_\_\_\_\_  
\_\_\_\_\_



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

**FILED**  
AUG 16 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That ~~North~~ **CENTRAL FLORIDA ZOOLOGICAL SOCIETY, INCORPORATED** desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 8675 S.W. 52nd Street, Ocala, County of Marion, State of Florida has named **ALAN S. MARSHALL, ESQUIRE**, located at 36410 U.S. Highway 19 N., Palm Harbor, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



**ALAN S. MARSHALL**  
**Registered Agent**