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Account Name : EMMANUEL SHEPPARD & CONDON
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Phone : (850) 433-6581
Fax Number : (850) 434-7163

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FLORIDA NON-PROFIT CORPORATION

The Gulf Coast Zoological Society, Inc.

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P. 02/07

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**ARTICLES OF INCORPORATION
OF
THE GULF COAST ZOOLOGICAL SOCIETY, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is THE GULF COAST ZOOLOGICAL SOCIETY, INC., and its principal office is located at 5701 Gulf Breeze Parkway, Gulf Breeze, Florida 32561, and its mailing address is the same.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. To encourage and promote the general education and understanding of wildlife species; provided, however, this organization shall not directly or indirectly benefit private individuals, but shall be dedicated to the enhancement of the quality of life, including, without limitation, education, recreation, and wildlife conservation within the gulf coast areas of Florida and

Alabama

Kramer Litvak
Emmanuel, Shoppard & Condon
30 S. Spring Street
Pensacola, Florida 32501
(850) 433-6581
Florida Bar No.: 0965881

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B. To educate the public about wildlife, conservation and the role of zoos in furthering this effort, and to promote the survival of endangered species. These actions are intended to benefit the general public in assisting in the further role of The ZOO Gulf Breeze as an educational, recreational and wildlife conservation resource which engenders a better understanding and appreciate for all wildlife species and works toward insuring the survival of endangered species.

C. To assist the governing authority and staff of The ZOO Gulf Breeze in establishing a public awareness program, with a goal of informing citizens of the values of a meaningful and accredited public zoological park.

D. To promote the proper preservation and care of animals through the operation of a zoological park and botanical garden preserve.

ARTICLE IV

BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The method of election of the Board of Directors shall be as stated in the Bylaws of the corporation.

ARTICLE V

EARNINGS AND ACTIVITIES OF CORPORATION

A. 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 III hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VI

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at such time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes

or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 5701 Gulf Breeze Parkway, Gulf Breeze, Florida 32561, and the name of this corporation's initial registered agent is Walter Congdon Quinn.

ARTICLE IX

INCORPORATORS

The name and address of the incorporator is Walter Congdon Quinn, 5701 Gulf Breeze Parkway, Gulf Breeze, Florida 32561.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 day of February, 2000.


WALTER CONGDON QUINN, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 27 day of February, 2000, by Walter Congdon Quinn, who personally appeared before me and who is personally known to me or who has produced _____ as identification.



Candace B. Holland
(AFFIX OFFICIAL SEAL)

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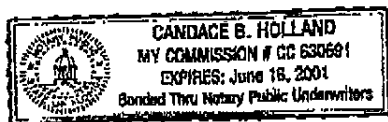
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, WALTER CONGDON QUINN, am familiar with and hereby accept the appointment as Registered Agent for THE GULF COAST ZOOLOGICAL SOCIETY, INC., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this

29 day of February, 2000.



Candace B Holland


WALTER CONGDON QUINN

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