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REFERENCE:
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DATE:

3-20

REQUESTOR NAME:

LEXIS

ADDRESS:

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TELEPHONE:

() () ext ()

CONTACT NAME:

CORPORATION NAME:

Chelonian Research Institute Corporation

DOCUMENT NUMBER:
(if applicable)

AUTHORIZATION:

C. Woodford

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☒ CERTIFIED COPY (1-9)
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**ARTICLES OF INCORPORATION
OF
CHELONIAN RESEARCH INSTITUTE CORPORATION
(A Florida Not for Profit Corporation)**

ARTICLE I

The name of this corporation is Chelonian Research Institute Corporation, hereinafter called the "Corporation"). The Corporation is organized as a "not for profit corporation" under Chapter 617 of the Florida Statutes.

The address of the principal office and the mailing address of the Corporation shall be 402 South Central Avenue, Oviedo, Florida 32765.

ARTICLE II

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

ARTICLE III

(a) The purposes for which the Corporation is organized are to apply its income or property, or both, exclusively for religious, charitable, scientific, literary or educational purposes (either by distributing it directly to the intended beneficiaries thereof, or through other corporations, community chests, funds or foundations organized and operated exclusively for such purposes) and to engage in other activities which are exclusively in furtherance of these purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

(b) Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are

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deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future United States internal revenue law.

(c) The Corporation hereby expresses its intent to be an organization exempt from taxation under Section 501(c)(3) of the Code and to be an organization whose contributions are deductible under Sections 170, 2055, 2016(a)(2)(A) and 2522 of the Code.

ARTICLE IV

The Corporation will solicit contributions from all possible sources including, but not limited to, individual, corporate and community sources.

ARTICLE V

Subject to Article III hereof, 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 encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; 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.

ARTICLE VI

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, trustee or officer of the Corporation, or to any 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 part of the activities of the Corporation shall be an attempt to influence legislation by any means, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition

to any candidate for public office, or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

(c) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations exempt under Section 501(c)(3) of the Code and the regulations thereunder as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Sections 170, 2055, 2106(a)(2) and 2522 of the Code.

(d) This Corporation, if it is a "private foundation" as defined in Section 509(a) of the Code at any time, shall not while it is such a private foundation:

i) Engage in any act of "self-dealing" as defined in Code Section 4941(d), which would give rise to any liability for the tax imposed by Code Section 4941(a);

ii) Retain any "excess business holdings" as defined in Code Section 4943(c), which would give rise to any liability for the tax imposed by Code Section 4943(a);

iii) Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944(a);

iv) Make any "taxable expenditures" as defined in Code Section 4945(d), which would give rise to any liability for the tax imposed by Code Section 4945(a); and

v) Fail to make distributions in each year for the purposes specified in the Articles of Incorporation in such amounts as to avoid liability for the tax imposed by Code Section 4942(a). The references herein to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

ARTICLE VII

In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed equally to the Chelonia Institute, a Virginia non-stock organization, and Chelonian Research Foundation, a Massachusetts non-profit organization, if such organizations then qualify under Code Section 501(c)(3) of the Code, and are voting members of the Corporation (as defined in the bylaws of the Corporation). If one of the members fails to remain a voting member, the amounts distributable to that member shall be limited to that member's original contribution, reduced by the amount of any delinquent dues, with the remainder distributed to the other member. No amounts shall be distributable to a member which fails to qualify under Code Section 501(c)(3) of the Code. If neither member so qualifies, any remaining amounts shall be distributed to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall qualify under Code Section 501(c)(3) of the Code, as the Board of Directors shall determine. If, upon such dissolution, any assets of the Corporation are not disposed of pursuant to the foregoing provisions, any such assets shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated exclusively for purposes substantially similar to the Corporation.

ARTICLE VIII

The name and address of the incorporator of the Corporation is Richard L. Sevcik, Bell, Boyd & Lloyd LLC, 70 West Madison Street, Suite 3200, Chicago, Illinois 60602.

ARTICLE IX

The number of persons constituting the initial Board of Directors shall be three (3). The number of members of the Board of Directors may be increased or decreased as provided in the

Bylaws, but in no event shall the number of Directors be less than three (3). The names and addresses of the initial Board of Directors are as follows:

Robert W. Truland
15800 Darnestown Road
Germantown, MD 20874

Peter Pritchard
401 South Central Avenue
Oviedo, Florida 32765

Anders Rhodin
168 Goodrich Street
Lunenburg, MA 01462

The Directors of the Corporation shall, at all times, be limited to individuals who shall be elected or appointed as provided in the Corporation's Bylaws.

ARTICLE X

Bylaws shall be adopted, altered, amended or repealed by a majority of the Members and the Board of Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XI

The Articles of Incorporation may be altered, amended or repealed only by the unanimous vote of the Members and the Board of Directors of the Corporation.

ARTICLE XII

The street address of the initial registered office of the Corporation is 3953 W.W. Kelley Road, Tallahassee, Florida 32311. The name of the initial registered agent of the Corporation at that address is Lexis Document Services Inc.

ARTICLE XIII

The annual meeting shall be held in accordance with the Bylaws.

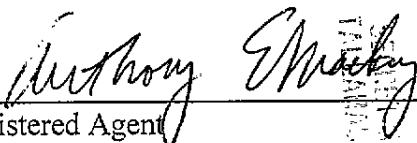
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of **CHELONIAN RESEARCH INSTITUTE CORPORATION** this 15th day of March, 2000.



Incorporator

**CONSENT OF REGISTERED AGENT
OF
CHELONIAN RESEARCH INSTITUTE CORPORATION**

The undersigned, Lexis Document Services Inc., whose business address is 3953 WW Kelley Road, Tallahassee, Florida 32311, hereby accepts appointment as the initial registered agent of **CHELONIAN RESEARCH INSTITUTE CORPORATION**, a Florida corporation, and accepts the obligations provided for in Section 617.0501, Florida Statutes.



Registered Agent

Lexis
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