

10/5/00



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT -5 PM 2:26

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 28, 2000

JODY HAYNES
9525 JAMAICA DRIVE
MIAMI, FL 33189

SUBJECT: AZAFADY AMERICA, INC.
Ref. Number: W00000023624

We have received your document for AZAFADY AMERICA, INC.. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 500A00051047

**ARTICLES OF INCORPORATION
OF
AZAFADY AMERICA, INC.**

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The undersigned incorporator, for the purpose of forming a not-for-profit corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of this corporation shall be Azafady America, Inc.

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and place of business for Azafady America, Inc. shall be located at 9525 Jamaica Dr., Miami, FL 33189-1709.

ARTICLE III: PURPOSES AND AFFILIATIONS

The purpose of Azafady America, Inc. shall be to further the scientific study, education, and conservation of plants and animals native to Madagascar. Azafady America, Inc. is organized exclusively for charitable, scientific, and educational purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3).

Azafady America, Inc. shall be affiliated with, and shall make routine donations and/or provide grants to the following foreign charitable organizations that share common goals and activities: Azafady UK, a registered English charity (#1079121) established in 1994; and ONG Azafady, a registered Organisation Non Governmental in Madagascar established in 1996.

ARTICLE IV: MANNER OF ELECTION OF DIRECTORS/OFFICERS

Azafady America, Inc. shall have a minimum of five voting Directors, to be elected by a majority vote of the membership at an annual meeting. Directors shall serve a term of two (2) years.

Officers of Azafady America, Inc. shall be elected by a majority vote of Directors at a Board of Directors meeting called specifically for that purpose. Officers shall serve a term of two (2) years.

ARTICLE V: INITIAL DIRECTORS

The names and addresses of the initial directors of Azafady America, Inc. are as follows:

Jody Haynes
9525 Jamaica Dr.
Miami, FL 33189 USA

Saxon C. Rawlings
1060 East Thomas, Apt A.
Seattle, WA 98102

Ellis Brown
20611 SW 127th Ave.
Miami, FL 33177

Alan Meerow
9110 Southern Orchard Rd.
Davie, FL 33328

Brett Massoud
Azafady UK
1a Beethoven Street
London W10 4LG. UK

ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent of Azafady America, Inc. shall be Jody Haynes, 9525 Jamaica Dr., Miami, FL 33189-1709.

ARTICLE VII: INCORPORATOR

The name and address of the incorporator of Azafady America, Inc. shall be Jody Haynes, 9525 Jamaica Dr., Miami, FL 33189-1709.

ARTICLE VIII: LIMITATION OF POWERS

No part of the net earnings of Azafady America, Inc. shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private person, except that Azafady America, Inc. shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

No substantial part of the activities of Azafady America, Inc. shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Azafady America, Inc. shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of the Articles, Azafady America, Inc. shall 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 Internal Revenue Code (or corresponding section of any future federal tax code); or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

ARTICLE IX: DISSOLUTION

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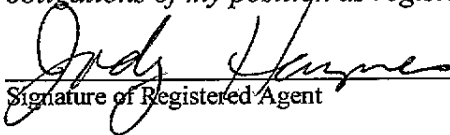
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Upon dissolution of Azafady America, Inc., assets shall be distributable to one or both of the aforementioned affiliated charitable organizations. If said organizations are no longer in existence, then upon dissolution of Azafady America, Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.


Signature of Incorporator

2 Oct 00
Date

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby accept designation as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature of Registered Agent

2 Oct 00
Date