

Timothy J. Murty, P.A.

Attorney At Law

1633 Periwinkle Way • Suite A • Sanibel Island • Florida 33957-4404
941-472-1000 • Facsimile 941-472-4449

NO10000000602

January 22, 2001

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

IN RE: PAL/USA CORP.

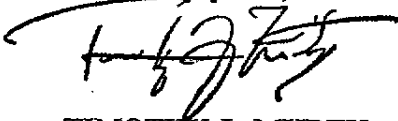
TO WHOM IT MAY CONCERN:

Enclosed are the original and one copy of the Articles of Incorporation for the above named Florida corporation and a check in the amount of \$70.00 representing payment of the applicable fees.

Please file same and return a conformed copy of the articles to me.

Thank you for your assistance in this matter.

Very truly yours,



TIMOTHY J. MURTY
Attorney at Law

/km
Enclosures

Kathleen GAVE
AUTHORIZATION BY PHONE TO

CORRECT Principal Office address same as RA.

DATE 1-26-01 @

DOC. EXAM J. Bryan

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*****70.00 *****70.00

FILED
01 JAN 25 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-26-01

**ARTICLES OF INCORPORATION
OF
PAL/USA CORP.**

FILED
01 JAN 25 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

PAL/USA CORP.

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

The duration (term) of the Corporation is perpetual.

ARTICLE IV
PURPOSE

The Corporation is organized and shall be operated exclusively for the following purposes (i) to establish and maintain a network linking the arts, business, education, politics and science in furtherance of all matters of animal welfare and environmental concern; (ii) to lend support to, initiate and develop anywhere in the world in furtherance of animal welfare and the environmental ecotourism; (iii) to provide management services to like organizations; (iv) to carry on any other business or trade which, in the opinion of the Directors of the Corporation, may be conveniently carried on in connection with or as ancillary to any of the above business or be calculated, directly or indirectly, to enhance the value of or render profitable any of the property of the Corporation or to further any of its objects; (v) to exercise all rights and powers confirmed by the laws of the State of Florida upon nonprofit corporations, including without

limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value and to hold, invest, re-invest, manage, use, apply, employ, sell, expand, distribute, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein; and (vi) to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V **LIMITATION**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but 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 IV (PURPOSES) hereof.

ARTICLE VI **MEMBERS**

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

ARTICLE VII **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1633 Periwinkle Way, Suite A, Sanibel, Florida 33957, and the initial registered agent of this corporation at that address is TIMOTHY J. MURTY.

ARTICLE VIII **INITIAL 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 three (3). 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 annually. The Bylaws may provide for *ex officio* and honorary Trustees and their rights and privileges. The names and

addresses of the persons who are to serve as the initial trustees of the Corporation are as follows:

GLORIA C. DAVIES	Post Office Box 631	Barnstable, Massachusetts 02630
BRIAN D. DAVIES	Post Office Box 631	Barnstable, Massachusetts 02630
TIMOTHY J. MURTY	1633 Periwinkle Way	Sanibel, Florida 33957

ARTICLE IX **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	GLORIA C. DAVIES Post Office Box 631 Barnstable, Massachusetts 02630
Secretary/Treasurer	BRIAN D. DAVIES Post Office Box 631 Barnstable, Massachusetts 02630

ARTICLE X **INCORPORATORS**

GLORIA C. DAVIES Post Office Box 631 Barnstable, Massachusetts 02630	BRIAN D. DAVIES Post Office Box 631 Barnstable, Massachusetts 02630
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ARTICLE XI **BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE XII
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and 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 XIII
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.

ARTICLE XIV
BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Trustees, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

ARTICLE XV
COMMENCEMENT OF CORPORATE EXISTENCE

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.

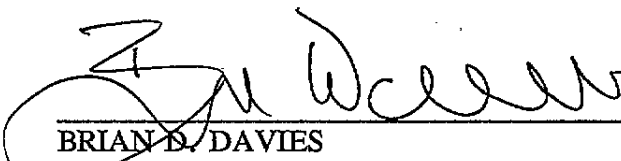
ARTICLE XVI
NONSTOCK BASIS

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

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 22nd day of January, 2001.



GLORIA C. DAVIES

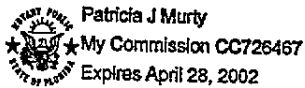


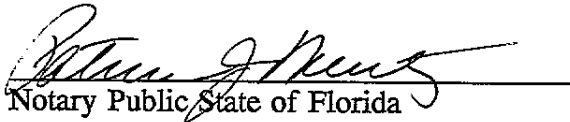
BRIAN D. DAVIES

STATE OF FLORIDA
COUNTY OF LEE

Personally appeared this day before me, the undersigned authority, GLORIA C. DAVIES and BRIAN D. DAVIES, to me well known and known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed to the same for the purposes therein expressed. They are personally known to me.

WITNESS my hand and official seal, this 22nd day of January, 2001.




Notary Public State of Florida

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for PAL/USA CORP. at the place designated in the foregoing Articles of Incorporation, I, TIMOTHY J. MURTY, agree to act in this capacity and comply with the provisions of Section 48.091 of the Florida Statutes (1983) relative to keeping open said office, this 22nd day of January, 2001.


TIMOTHY J. MURTY

FILED
01 JAN 25 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Timothy J. Murty, P.A.

Attorney At Law

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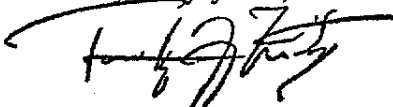
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limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value and to hold, invest, re-invest, manage, use, apply, employ, sell, expand, distribute, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein; and (vi) to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

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GLORIA C. DAVIES

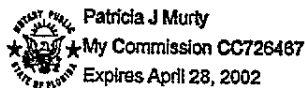


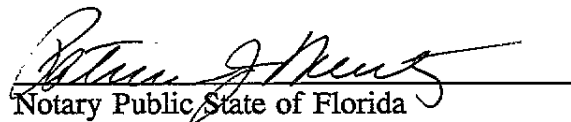
BRIAN D. DAVIES

STATE OF FLORIDA
COUNTY OF LEE

Personally appeared this day before me, the undersigned authority, GLORIA C. DAVIES and BRIAN D. DAVIES, to me well known and known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed to the same for the purposes therein expressed. They are personally known to me.

WITNESS my hand and official seal, this 22nd day of January, 2001.




Notary Public, State of Florida

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