

NO1-000006957

PANZL & COMPANY, P.A.
ATTORNEYS AT LAW

163 EAST MORSE BOULEVARD
SUITE 200
WINTER PARK, FLORIDA 32789

POST OFFICE BOX 1984
WINTER PARK, FLORIDA 32790

FILED
01 SEP 28 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TEL: 407-629-9100
FAX: 407-629-8400

September 27, 2001

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
409 E. Gaines Street
P. O. Box 6327
Tallahassee, FL 32314

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****122.50 *****78.75

RE: Life for the Amazon Foundation, Inc. (non-profit)-Incorporation

Ladies and Gentlemen:

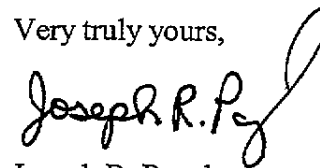
I am enclosing with this letter for filing with your office Articles of Incorporation for the above referenced corporation, a not for profit corporation formed pursuant to Chapter 617 of the Florida Statutes. In that context, I am also enclosing our firm's check in the amount of \$122.50, representing the following fees:

- (i) filing fees-\$35;
- (ii) Registered Agent fee-\$35; and
- (iii) fee for obtaining one certified copy-\$52.50.

Please return the certified copy to my office at P.O. Box 1984, Winter Park, FL 32790, to the attention of Joseph R. Panzl.

If you have questions with respect to this filing, please feel free to call.

Very truly yours,


Joseph R. Panzl

JRP/tl
Enclosures

RECEIVED OCT - 2 2001

**ARTICLES OF INCORPORATION
OF
LIFE FOR THE AMAZON FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the authority of Chapter 617 of the Florida Statutes (the Florida Not For Profit Corporation Act), the undersigned, as the sole incorporator, desiring to form a not for profit corporation under the laws of the state of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the corporation is Life for the Amazon Foundation, Inc. (the "Corporation").

ARTICLE II.

CORPORATE OFFICE; MAILING ADDRESS

The principal office and mailing address of the Corporation shall be located at 6017 Pine Ridge Road, Suite 184, Naples, Florida 34119.

ARTICLE III.

PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, educational, and other exempt purposes, all within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Laws) (hereinafter the "Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use, and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned exempt purposes. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by a corporation: (a) exempt from federal income tax under §501(c)(3) of the Code; or, (b) the contributions to which are deductible under §170(a)(1) and (c)(2) of the Code.

ARTICLE IV.

POWERS

The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes, as amended from time to time hereafter, and any successor provisions thereto hereafter enacted or amended, but shall exercise such powers only in fulfillment of its above stated exempt purposes. Notwithstanding the foregoing: (i) the Corporation shall not participate or intervene in, including, without limitation, the publishing or distributing of statements in connection with, any political campaign on behalf of or

in opposition to any candidate for public office; (ii) no substantial part of the activities of the Corporation shall consist of carrying on propaganda designed to influence, or otherwise attempting to influence, legislation; *provided, however*, that this provision shall not apply to activities consisting of carrying on propaganda designed to influence, or otherwise attempting to influence, legislation to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of §501(h) of the Code; and, (iii) no dividends shall be paid to, and no part of the net earnings of the Corporation shall inure to the benefit of, any private shareholder or private individual within the meaning of §501(c)(3) of the Code.

During any period in which the Corporation is a "private foundation" within the meaning of §509(a) of the Code and §617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

(1) The Corporation shall distribute, for the purposes specified in these Articles of Incorporation, its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942(a) of the Code.

(2) The Corporation shall not engage in any act of "self-dealing" as defined in §4941(d) of the Code, which would give rise to any liability for the tax imposed by §4941(a) of the Code.

(3) The Corporation shall not retain any "excess business holdings" as defined in §4943(c) of the Code which would give rise to any liability for the tax imposed by §4943(a) of the Code.

(4) The Corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of §4944 of the Code, so as to give rise to any liability for the tax imposed by §4944(a) of the Code.

(5) The Corporation shall not make "taxable expenditures," as defined in §4945(d) of the Code, which would give rise to any liability for the tax imposed by §4945(a) of the Code.

ARTICLE V.

MEMBERS

The Corporation shall initially have five (5) members, each of which shall be a voting member. The initial members of the Corporation shall be Grazyna Ramaekers, Hendrikus Ramaekers, Elizabeth Mikolajczyk, Brooke Elvington, and Mark Lester. Additional voting or non-voting members of the Corporation may be appointed only by a majority vote of the then voting members of the Corporation.

ARTICLE VI.

DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of directors of the Corporation and their respective terms of office shall be as provided in the Bylaws of the Corporation; *provided, however*, that

the Corporation shall, at all times, have the minimum number of directors required by applicable law.

ARTICLE VII.

DISSOLUTION AND LIQUIDATION

In the event of the dissolution or liquidation of the Corporation, no liquidating or other dividend or distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) all liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefor; and,

(2) all remaining assets of the Corporation shall be distributed to one or more organizations described in §501(c)(3) of the Code, as determined by the Board of Directors of the Corporation.

ARTICLE VIII.

BYLAWS

The Board of Directors or the voting members of the Corporation shall provide for the adoption of such initial Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as the Board of Directors or such voting members shall deem necessary; *provided, however*, that no Bylaw adopted by the Board of Directors or such voting members shall contain any provision inconsistent with the terms of these Articles of Incorporation, and, once adopted as the initial Bylaws of the Corporation, such Bylaws may not be altered, amended, repealed, or expanded absent the prior affirmative vote or written consent of a majority of the then voting members of the Corporation.

ARTICLE IX.

REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office shall be 163 East Morse Boulevard, Suite 200, Winter Park, FL 32789. The name of the initial registered agent of the Corporation at such office shall be Joseph R. Panzl.

ARTICLE X.

INCORPORATOR

The name and address of the sole incorporator of the Corporation are Joseph R. Panzl, % Panzl & Company, P.A., 163 East Morse Boulevard, Suite 200, Winter Park, FL 32789.

ARTICLE XI.

AMENDMENTS

These Articles of Incorporation may not be altered, amended, repealed, or expanded absent the prior written consent of a majority of the then voting members of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Winter Park, Florida, this 27th day of September, 2001.


JOSEPH R. PANZL, INCORPORATOR

ACKNOWLEDGMENT


STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 27th day of September, 2001, by JOSEPH R. PANZL, as incorporator, who is personally known to me.



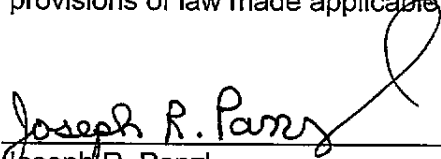
Theresa A Leduc
My Commission DD054497
Expires September 04, 2005

[Notarial Seal]


NOTARY PUBLIC
My Commission Expires: Sept. 4, 2005

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Joseph R. Panzl, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to the Florida Statutes, and that he will comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.


Joseph R. Panzl