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FLORIDA NON-PROFIT CORPORATION

Space Coast Wildlife Research & Learning Center, Inc

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 12, 2002

SPACE COAST WILDLIFE RESEARCH & LEARNING CENTER, INC.  
4560 N US HIGHWAY 1  
MELBOURNE, FL 32935

SUBJECT: SPACE COAST WILDLIFE RESEARCH & LEARNING CENTER, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT(P01000110428) corporation. Please be advised, we have corrected our records to reflect this corporation as a NON PROFIT corporation and assigned new document number N02000001008 with the original file date of November 19, 2001.

Any annual reports/uniform business reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,  
RoseAnn Varnadore  
Corporate Specialist Supervisor  
New Filings Section

Letter number: 002A00008458

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**FOR**  
**SPACE COAST WILDLIFE RESEARCH & LEARNING CENTER, INC.**

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a not-for-profit corporation without stock under the laws of the State of Florida.

**ARTICLE I**

The name of this Corporation is Space Coast Wildlife Research & Learning Center, Inc.

**ARTICLE II**

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

**ARTICLE III**

The purpose of this Corporation is to operate exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE IV**

The initial street and mailing address for the principal place of business of the Corporation is 4560 N. US Highway 1, Melbourne, Florida 32935.

**ARTICLE V**

The name and address of the initial registered agent is: J. Patrick Anderson, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.

**ARTICLE VI**

The initial Board of Directors of the Corporation shall consist of four (4) Directors initially. The number of Directors may be either increased or diminished from time to time by the members, but shall never be less than three (3). The manner of electing Directors shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the members, or until successors have been elected and qualified, are as follows:

Hyta Mederer  
4560 N. US Highway 1  
Melbourne, Florida 32935

Sue Small  
4560 N. US Highway 1  
Melbourne, Florida 32935

Eileen Olejarski  
4560 N. US Highway 1  
Melbourne, Florida 32935

Gary Castener  
4560 N. US Highway 1  
Melbourne, Florida 32935

**ARTICLE VII**

The officers of the Corporation shall be a president, vice president, secretary and treasurer. The manner of electing officers shall be provided for in the Bylaws of the Corporation. The names

and addresses of the persons who shall serve as officers of the Corporation until the first meeting of the Board of Directors, or until successors have been elected and qualified, are as follows:

Hyta Mederer 4560 N. US Highway 1 Melbourne, Florida 32935	President
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Sue Small 4560 N. US Highway 1 Melbourne, Florida 32935	Vice President
---	----------------

Eileen Olejarski 4560 N. US Highway 1 Melbourne, Florida 32935	Secretary
--	-----------

Gary Castener 4560 N. US Highway 1 Melbourne, Florida 32935	Treasurer
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#### ARTICLE VIII

The name and address of the initial incorporator shall be J. Patrick Anderson, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.

#### ARTICLE IX

Terms of membership in the Corporation shall be provided for in the Bylaws of the Corporation.

#### ARTICLE X

No substantial part of the activities of this Corporation shall be for 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. 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 (or the corresponding provision of any future federal internal revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding provision of any future federal internal revenue law).

#### ARTICLE XI

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, 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. Notwithstanding the above, no compensation shall be paid for any services rendered as a Director of the Corporation.

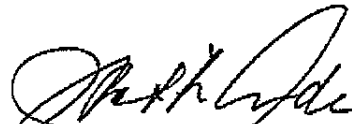
#### ARTICLE XII

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes set forth in Article III hereof to an organization, or organizations, organized and operated exclusively for charitable, educational, religious or scientific purposes as an exempt organization, or organizations, under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future federal revenue law) or to the federal government or state or local government for a public purpose, as the Board of Directors shall determine.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 19<sup>th</sup> day of November, 2001.

  
J. PATRICK ANDERSON

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

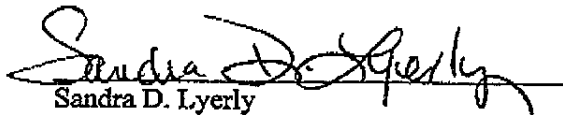
  
J. PATRICK ANDERSON  
Registered Agent

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

STATE OF FLORIDA }  
COUNTY OF BREVARD }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared J. Patrick Anderson to me known to be the person described in the foregoing Articles of Incorporation or who produced a Florida driver's license (No. A536-455-55-332) as identification and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation and that he did not take an oath.

WITNESS my hand and official seal in the County and State aforesaid this 19<sup>th</sup> day of November, 2001.

  
Sandra D. Lyerly  
Notary Public

