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February 14, 2002
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

To who it may concern:

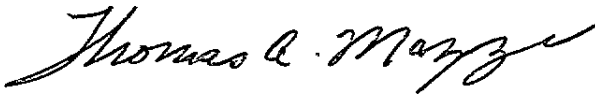
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*****78.75 *****78.75

Attached are the Articles of Incorporation for the Butterfly Sanctuary and Nature Trail, Inc., a not-for-profit organization.

Included is a check for the amount of \$78.75, which includes the cost of one certified copy of the Articles of Incorporation.

Your attention in this matter is appreciated.

Thomas A. Mazza



Incorporator and founder
The Butterfly Sanctuary and Nature Trail, Inc.
2920 Sherman Ave
Naples, FL., 34120

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The Butterfly Sanctuary and Nature Trail, Inc.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

The undersigned, a citizen of the United States, desiring to form a Corporation Not for Profit under the Corporation Not for Profit Law of Florida, Chapter 617, Florida Statutes, certifies and acknowledges:

ARTICLE I. NAME.

The name of the Corporation Not for Profit shall be the The Butterfly Sanctuary and Nature Trail, Inc. ("Corporation").

ARTICLE II. DURATION.

The duration of the Corporation shall be perpetual.

ARTICLE III. PRINCIPAL OFFICE.

The principal office and mailing address of the Corporation is 2920 Sherman Ave, Naples Fl 34120.

ARTICLE IV. PURPOSE.

The Corporation is organized exclusively for domestic charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as may be amended, including the following:

1. To promote the understanding of butterflies and native habitat preservation and restoration.
2. To publicize the need for preservation of butterfly and native habitats
3. To formulate, publicize and implement solutions to increase butterfly and wildlife populations in Southwest Florida, their habitat and flyway areas used by migratory butterflies.
4. To promote public awareness and education of native butterfly habitat preservation and restoration through media resources.
5. To publicize existing laws and regulations concerning butterflies and wildlife habitat.
6. To educate youth concerning native habitat preservation and butterfly preservation, with particular emphasis on the native southwest Florida species.

7. To create an information system for evaluating, reporting and distributing data on butterflies and their habitat.

8. To offer assistance in promoting native habitat restoration for butterflies.

9. To make of donations or distributions to other not for profit organizations within the meaning of section 501(c)(3) of the Internal Revenue Code, as may be amended.

ARTICLE V. MEMBERS.

The qualifications for members and the manner of their admission shall be as stated in the bylaws of the Corporation.

ARTICLE VI. POWERS.

The powers of the Corporation shall be as provided in Chapter 617, Florida Statutes with the following limitations within the meaning of section 501(c)(3) of the Internal Revenue Code, as may be amended:

A. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, 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 IV.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate 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.

C. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE VII. REGISTERED AGENT AND OFFICE.

The Registered Agent and physical address of the Registered Agent is
Thomas A Mazza, 2920 Sherman Ave, Naples, FL 34120
phone (941) 354-1098; fax (941) 354-1098.

ARTICLE VIII. INCORPORATORS.

The name and address of the Incorporator is:
Thomas Mazza, 2920 Sherman Ave, Naples, FL 34120

ARTICLE IX. BOARD OF DIRECTORS.

The names and addresses of the persons who are the initial three (3) Directors of the Corporation are as follows:

Name: Franklin B. Adams
Address: 761 15th Ave, NW, Naples, Fl, 34120

Name: Palmer L. Howell
Address: 22100 Seashore Circle, Estero, Fl 33928

Name: Mary S. Predmore
Address: 2188 54th Terrace, SW Naples, Fl, 34116

METHOD OF ELECTION: The method of election or appointment to the Board of Directors shall be as stated in the bylaws of the Corporation.

ARTICLE X. DISSOLUTION.

In the event of, and upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or 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.

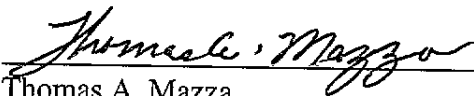
ARTICLE XI. REQUIREMENTS OF BY-LAWS, FLORIDA STATUTES AND IRC 501(c)

All other requirements shall be specified in the By Laws, which may be amended from time to time. If not included or addressed in the By Laws, then the Corporation will look to and abide by the provisions of Florida Statutes Chapter 617 concerning Not For Profit Corporations. In addition, all obligations and rights of the Corporation and its Directors as set forth and required under Internal Revenue Code 501(c) for Charitable Organizations will apply to this corporation.

As signed and acknowledged on:

By:

Feb 12, 2002
Date


Thomas A. Mazza
Incorporator,
The Butterfly Sanctuary and Nature Trail, Inc.

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TALLAHASSEE FLORIDA

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I HEREBY ACCEPT the appointment 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.

Feb 12, 2002
Date

Thomas A. Mazza
Thomas A. Mazza
Registered Agent