

Carole Stern Switzer, Esq.

2700 E. Calle Los Altos • Tucson, Arizona 85718

520-232-0952 • 520-232-0953 Fax
cswitzer@mitigationstrategies.com

July 28, 2002

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

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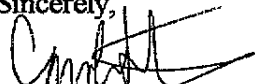
SUBJECT: The Wild Lands Project, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$87.50 for Filing Fee, Certified Copy and Certificate.

FROM: Carole Stern Switzer
2700 E. Calle Los Altos
Tucson, Arizona 85718
520.232.0952

Thank you for your assistance.

Sincerely,


Carole Stern Switzer

Enc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F. S., (Not for Profit)

ARTICLE I
NAME

The name of the Corporation shall be: The Wild Lands Project, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be:
426 Partridge Circle, Sarasota, Florida 34236

ARTICLE III
PURPOSE

1. The purpose of the Corporation shall be to provide for the preservation, restoration and accumulation of habitat for wildlife and endangered species of all types, and to assist private and public entities in such endeavors. The corporation shall engage in all related and supportive activities including but not limited to acquisition of interests in real estate, development of habitat plans, provision of consulting services, and contracting with governmental and private entities.
2. The Corporation is organized exclusively for charitable, scientific and educational purposes as set forth in Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, educational, and charitable purposes, within the meaning of Section 501 (c)(3) of the Internal Revenue Code and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal of the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under Chapter 617, F.S.
3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation affecting one or more of its purposes, and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
4. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall

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not participate in, or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

5. 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, (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or (c) by a nonprofit corporation organized under the laws of the State of Florida pursuant to the provisions of Chapter 617, F.S..

6. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, scientific, or educational organizations which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its Regulations, as they now exist or may be hereafter amended, or 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 the Court of Common Pleas 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.

ARTICLE IV GOVERNANCE BY DIRECTORS AND MANNER OF ELECTION

The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation and the Bylaws of the Corporation as may be in effect from time to time. The initial board of directors shall consist of three (3) members, who need not be residents of the state of Florida. Thereafter, new directors shall be elected by a majority vote of the board of directors.

ARTICLE V INITIAL DIRECTORS/OFFICERS

The initial directors shall be: Allen D. McReynolds, Chair
426 Partridge Circle
Sarasota, Florida 34236

Ruth Flynn, Vice- Chair
11605 Luvie Court
Potomac, Maryland 20854

Carole Stern Switzer, Secretary/Treasurer
2700 E. Calle Los Altos
Tucson, AZ 85718

The initial directors shall serve until the first annual meeting of members, or until successors have been elected and qualified.

ARTICLE VI
INITIAL REGISTERED AGENT

The name and Florida street address of the registered agent is:

Allen D. McReynolds
426 Partridge Circle
Sarasota, Florida 34236

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is:

Carole Stern Switzer
2700 E. Calle Los Altos
Tucson, Arizona 85718

ARTICLE VIII
PLACE OF OPERATION

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE IX
AMENDMENTS

Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of Florida.

.....
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

A D McReynolds
Allen D. McReynolds/Registered Agent

6-24-02
Date

I, the Incorporator, declare that I have examined the foregoing Articles of Incorporation and that the statements contained therein are, to the best of my knowledge and belief, true, correct and complete.

Carole Stern Switzer
Carole Stern Switzer/Incorporator

6-22-02
Date

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