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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT 29 AM 10:42

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October 25, 2002

Florida Dept. State Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for Fundacion Ecolombia to register as a non-profit 501c3 in the state of Florida. Attached please find the \$70.00 processing fee. If there is any additional information you require, please feel free to contact me.

Anne Savage, Ph.D.
1129 Climbing Rose Dr.
Orlando, FL 32818

Thank you for your consideration.

Sincerely,

Anne Savage, Ph.D.

**ARTICLES OF INCORPORATION
OF
FUNDACION ECOLOMBIA, INC.**

I, the undersigned natural person, being at least eighteen (18) years of age and acting as an incorporator of a corporation under the FLORIDA Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation:

Article I

NAME & ADDRESS

The name of the Corporation is: FUNDACION ECOLOMBIA, INC.
The principle office and mailing address of the corporation is:

FUNDACION ECOLOMBIA, INC
1129 Climbing Rose Drive
Orlando, Florida 32818-6946

Article II

NON-PROFIT CORPORATION

The corporation is a non-profit corporation.

Article III

DURATION

The date of corporate existence will commence on the date of filing these Articles of Incorporation by the Office of the Secretary of State of Florida, and the Corporation will have perpetual existence thereafter.

Article IV

PURPOSES

- (1) The corporation is organized and is to be operated exclusively for charitable, scientific or educational purposes, which purposes shall be met by the corporation by (a) engaging directly in the support of such purposes and/or (b) making distributions to other organizations for use by such organizations in the support of such purposes. Within the scope of the foregoing purposes, the corporation is organized and operated to support flora and fauna conservation and environmental education programs both *ex situ* (in captivity) and *in situ* (in the wild) in Colombia with emphasis on protection as well as scientific research that assists these actions,

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and to participate in, and contribute to conservation. Notwithstanding any other provisions of these Articles to the contrary, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is exempt from tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "Code"), or its Regulations, as they now exist or may hereafter be amended (the "Regulations"), or by an organization, donations to which are deductible from taxable income under Section 170 (c)(2) of the Code, or its Regulations.

- (2) No part of the net earnings of the corporation shall inure to the benefit or, 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 and to make payments and distributions in furtherance of the purposes set forth in this Article Four. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.
- (3) The corporation shall exercise all the rights and powers conferred on non-profit corporations under the Florida Non-Profit Corporation Act, as that law is now in effect or may at any time be amended (the "Act"). The corporation specifically is empowered to solicit and receive donations of cash, assets, securities or other property, whether real or personal, tangible or intangible (the "Corpus"), to collect the income earned there from, and to use and apply the whole or any part of the Corpus and income for the purposes, and subject to the restrictions and limitations, set forth in this Article Four.
- (4) The corporation shall be empowered to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.
- (5) Notwithstanding the powers granted to the corporation, it is expressly provided that the grant of the rights, powers, privileges and authority by any provision of these Articles of Incorporation or by any statute relating thereto will not be effective if and to the extent that the grant of such rights, powers, privileges and authority, if effective, would cause the corporation to fail to qualify as an organization described in Section 501 (c)(3) of the Code, or its Regulations.

Article V

PRIVATE FOUNDATION RESTRICTIONS

If the corporation ever is determined to be a private foundation for federal income tax purposes, then:

- (1) The corporation will distribute its income for each tax year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- (2) The corporation will not engage in any act of self-dealing as defined in Section 4941 (d) of the Code.
- (3) The corporation will not retain any excess business holdings as defined in Section 4943 (c) of the Code.

- (4) The corporation will not make any investments in such a manner so as to subject it to tax under Section 4944 of the Code.
- (5) The corporation will not make any taxable expenditure as defined in Section 4945 (d) of the Code.

Article VI

MEMBERSHIP

The corporation shall not have any members.

Article VII

DISSOLUTION

Upon dissolution of the corporation, (1) all liabilities and obligations of the corporation shall be paid, satisfied and discharged, (2) all assets held by the corporation upon a condition requiring return, transfer or conveyance, which condition occurs because of the corporation's dissolution, shall be returned, transferred or conveyed in accordance with such requirements and (3) all remaining assets of the corporation shall be distributed only for tax exempt purposes to one or more organizations which are exempt from tax under Section 501 (c)(3) of the Code, or its Regulations, pursuant to a plan of distribution adopted as provided in the Act, except that no payment, distribution or transfer shall be made upon dissolution that would cause the corporation to fail to qualify as an organization described in Section 501 (c)(3) of the Code, or its Regulations.

Article VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of the Corporation is:

1129 Climbing Rose Drive
Orlando, Florida 32818-6946

and the initial registered agent is Anne Savage at that address.

Article IX

BOARD OF DIRECTORS

The affairs of the corporation shall be under the direction of a Board of Directors. The numbers, terms of office, manner or election or appointment and qualifications of the directors shall be as set forth in the bylaws of the corporation, subject, however, to the following requirements and limitations:

- (1) The number of directors constituting the initial Board of Directors is three.

- (2) Thereafter, the number of directors shall be as specified in the bylaws, and such number may from time to time be increased or decreased under the bylaws, or any amendment or change to the bylaws, except that the number of directors shall not be less than minimum number of directors required by the Act.

The corporation intends that the Board of Directors shall be a self-perpetuating board as provided in the bylaws. The names and address of the persons who are to serve as the initial directors are:

Name: Anne Savage
Address: 1129 Climbing Rose Drive
Orlando, Florida 32818-6946

Name: Edward E. Clark, Jr.
Address: Wildlife Center of Virginia
P.O. Box 1557
Waynesboro, Virginia, 22980

Name: Carlos Mclean
Address: Apartado 75972
Medellin, Colombia

Article X

LIMITATION OF LIABILITY

A director of the corporation shall not be liable to the corporation for monetary damages for an act or omission in the director's capacity as a director, except with respect to liability for:

- (1) A breach of the director's duty of loyalty to the corporation;
- (2) An act or omission not in good faith that constitutes a breach or duty of the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) A transaction from which the director received an improper benefit, whether or no benefit resulted from an action taken within the scope of the director's office; or
- (4) An act or omission for which the liability of the director is expressly provided for by an applicable statute.

If the Florida Miscellaneous Corporation Laws Act, or any other similar statute, is amended, further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by such statutes, as so amended. Any repeal or amendment of this Article shall be prospective only and may not adversely affect any limitation on the personal liability or alleged liability of a director arising from an act or omission of such director occurring prior to the time of such repeal or amendment.

Article XI

**ACTION WITHOUT A MEETING BY DIRECTORS OR COMMITTEE
MEMBERS**

Any action required by the Act to be taken at a meeting of the directors of the corporation or any action that may taken at a meeting of the directors or of any committee may be taken without a meeting if (1) a consent in writing, setting forth the action to be taken, is signed by a sufficient number of directors or committee members as would be necessary to take that action at a meeting at which all of the directors or members or the committee were present and vote and (2) the procedures set forth in the Act are followed.

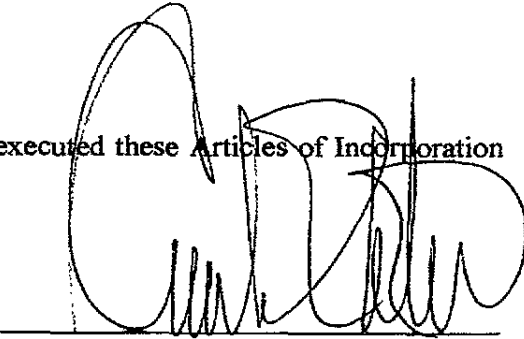
Article XII

INCORPORATOR

The name and address of the incorporator is:

Carlos Mclean
Apartado 75972
Medellin, Colombia

WHEREFORE, the undersigned Incorporator has executed these Articles of Incorporation on this 15 day of July, 2002.



Incorporator

STATEMENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above state 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.

Anne Savage

Anne Savage
Registered Agent

10/24/02

Date

02 OCT 29 AM 10:42
SECRETARY OF STATE
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