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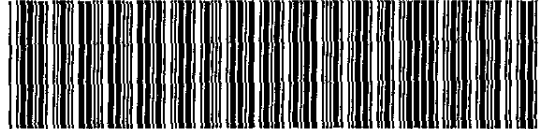
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STATE  
TALLAHASSEE, FLORIDA

MAY 29 2003

**NUCKOLLS, JOHNSON & BELCHER, P. A.**

**ATTORNEYS AND COUNSELORS AT LAW**

THE TIDEWATER BUILDING

HUGH PAUL NUCKOLLS  
KARL L. JOHNSON  
W. GUS BELCHER, II

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May 13, 2003

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

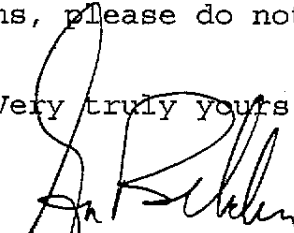
Re: Incorporation of  
Exoticatz Sanctuary, Inc.

Gentlemen:

Enclosed please find the original and two copies of Articles of Incorporation for filing. Also enclosed is my firm's check in the amount of \$70.00 to cover the \$35.00 filing fee and the \$35.00 Registered Agent Fee. After the Articles have been filed, please return to me a copy stamped with the date of filing on same.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,

  
W. GUS BELCHER, II

WGB/cl  
Enclosures: as stated  
K03.1b:Mendez.L

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03 MAY 16 AM 10:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**EXOTICATZ SANCTUARY, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is EXOTICATZ SANCTUARY, INC.

**ARTICLE II**

**ADDRESS**

The address of the principal office and the mailing address of the corporation is: 17211 Slater Road, North Fort Myers, Florida 33917.

**ARTICLE III**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 17211 Slater Road, North Fort Myers, Florida 33917. The name of its initial registered agent at that address is MARGARET S. MENDEZ.

**ARTICLE IV**

**NO MEMBERS**

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

**ARTICLE V**

**NOT FOR PROFIT**

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. 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 these Articles of Incorporation. 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to 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 section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

#### **ARTICLE VI**

##### **DURATION**

The duration (term) of the corporation is perpetual.

#### **ARTICLE VII**

##### **PURPOSES**

The corporation is organized exclusively for charitable, religious, educational, and scientific 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 the corresponding section of any future Federal Tax Code.

#### **ARTICLE VIII**

##### **POWERS**

Solely for the above purposes, the corporation shall have the following powers:

(A) To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including, but not limited to, those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without

limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

(B) To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to the Act.

(C) To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

#### **ARTICLE IX**

#### **DISSOLUTION**

Upon the 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 the 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 X**

##### **BOARD OF DIRECTORS**

There shall be a board of directors consisting of at least three (3) individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the by-laws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

#### **ARTICLE XI**

##### **OFFICERS**

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the by-laws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such time and in such manner as may be prescribed by the by-laws or by law.

**ARTICLE XII**

**INCORPORATOR**

The name and street address of each incorporator is as follows:

<b>Name</b>	<b>Address</b>
Margaret S. Mendez	17211 Slater Road North Fort Myers, FL 33917

**ARTICLE XIII**

**BY-LAWS**

The by-laws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

**ARTICLE XIV**

**AMENDMENT**

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

**ARTICLE XV**

**INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY**

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.



ARTICLE XVI

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the Laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

The undersigned incorporators has signed these Articles of Incorporation on May 12, 2003

*Margaret S. Menendez*  
MARGARET S. MENDEZ

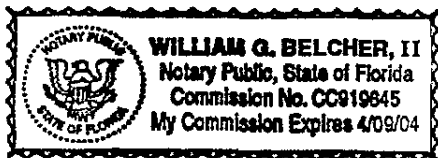
STATE OF FLORIDA )  
                                  )  
COUNTY OF LEE     )

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared MARGARET S. MENDEZ, who is personally known to me or who has produced \_\_\_\_\_ as identification, and who did take an oath, and who has acknowledged before me that she has read and executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 12<sup>th</sup> day of May, 2003.

My commission expires:

*William G. Belcher II*  
NOTARY PUBLIC  
Name: William G. Belcher II



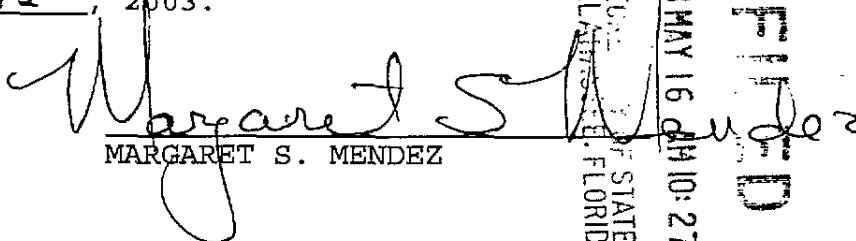
**CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Section 617.0501, Fla. Stat., the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida.

1. Name of the corporation:  
EXOTICATZ SANCTUARY, INC.
2. Name and address of the registered agent and office:  
MARGARET S. MENDEZ  
17211 Slater Road  
North Fort Myers, Florida 33917

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Dated: May 12, 2003.

  
MARGARET S. MENDEZ

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 MAY 16 AM 10:27

**FILED**