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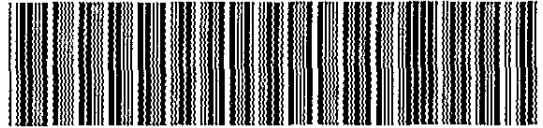
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TRANSMITTAL LETTER

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SUBJECT: WILDLIFE RESCUE COALITION OF NORTHEAST FLORIDA, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Barbara Rovedo
Name (Printed or typed)

6850 Belfort Oaks Place
Address

Jacksonville, FL 32216
City, State & Zip

904-279-0880
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
WILDLIFE RESCUE COALITION OF NORTHEAST FLORIDA, INC.

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation not for profit under and pursuant to Chapter 617, Laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be Wildlife Rescue Coalition of Northeast Florida, Inc. (WRCNEF)

ARTICLE II
PLACE OF BUSINESS

The principal place of business and mailing address for Wildlife Rescue Coalition of Northeast Florida, Inc. (WRCNEF) shall be:

6850 Belfort Oaks Place
Jacksonville, FL 32216

ARTICLE III
PURPOSE

The purpose of the corporation shall be to develop and promote sound stewardship of Northeast Florida's wildlife resources and of the environments upon which wildlife and humans depend. WRCNEF is organized exclusively for charitable 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 IRS Code or corresponding section of any future federal tax code.

ARTICLE IV
BOARD OF DIRECTORS

The business and affairs of WRCNEF shall be managed by the Board of Directors in accordance with these Articles of Incorporation and the Bylaws. The Board of Directors shall consist of President, Vice-President, Secretary and Treasurer, and nine (9) additional members from the membership. Each member of the Board of Directors shall be elected or appointed at the time and in the manner prescribed in the Bylaws.

The annual meeting and other meetings of WRCNEF members shall be held at such times and places as shall be provided by the Bylaws of this corporation.

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TALLAHASSEE, FLORIDA

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The following named initial Board of Directors shall manage and direct the affairs of this corporation until the first election of officers under these Articles of Incorporation and Bylaws:

Brooke Dobson
6850 Belfort Oaks Place
Jacksonville, FL 32216

President

Wanda Metzger
6850 Belfort Oaks Place
Jacksonville, FL 32216

Vice-president

Marc Rude
6850 Belfort Oaks Place
Jacksonville, FL 32216

Secretary

Barbara Y. Tidwell
3930 Novaline Lane
Jacksonville, FL 32277

Treasurer

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The registered office and the principal address of the corporation shall be at 6850 Belfort Oaks Place, Jacksonville, FL 32216. The registered agent at that address shall be Barbara Rovedo.

ARTICLE VI
EXISTENCE

This corporation shall have perpetual existence commencing on the day of filing of Articles of Incorporation by the Florida Department of State.

ARTICLE VII
FISCAL AGENT

WRCNEF shall designate another not for profit corporation, or government entity, as its Fiscal Agent until such time as the Board of Directors and membership elect to act as their own Fiscal Agent. The executive Committee, consisting of the President, Vice-President, Secretary and Treasurer, shall work closely with the Fiscal Agent performing oversight activities for WRCNEF under the guidance of the Board of Directors.

ARTICLE VIII
BYLAWS

The Bylaws of WRCNEF shall be adopted by the Board of Directors and the membership and may be altered, amended, rescinded, or added to in the manner provided by the Bylaws.

ARTICLE IX
INCOME AND DISTRIBUTION

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set for in the purpose clause hereof.

ARTICLE X
PROHIBITED ACTIVITIES

No substantial part of the activities of organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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.

ARTICLE XI
DISTRIBUTION ON DISSOLUTION OR LIQUIDATION

Upon the dissolution of WRCNEF, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the IRS 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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 XII
INCORPORATOR

The names and street address of the incorporator to these Articles of Incorporation are as follows:

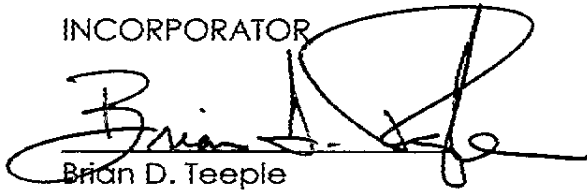
Brian D. Teeple
6850 Belfort Oaks Place
Jacksonville, FL 32216

ARTICLE XIII
AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting members of the corporation and all rights conferred upon the members herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 23rd day of July, 2003.

INCORPORATOR


Brian D. Teeple

STATE OF FLORIDA
COUNTY OF DUVAL

The FOREGOING instrument was acknowledged and sworn to before me this 23rd day of July, 2003, by BRIAN D. TEEPLE, of Wildlife Rescue Coalition of Northeast Florida, Inc.

Notary Public

Having been named to accept service of process for the above stated corporation, at the place designated in this capacity, I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 7-23-03


Barbara Rovedo

03 JUL 28 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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