

No 5000012432

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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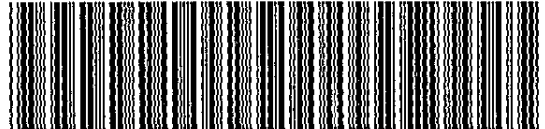
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2005 DEC 12 P 4:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-13-05  
acc

## COVER LETTER

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

SUBJECT: Galapagos Conservancy of the Americas, 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: Sean C. Selk, Esq.

Name (Printed or typed)

325 Clematis Street - Suite 100-126

Address

West Palm Beach, FL 33401

City, State & Zip

561.228.1848

Daytime Telephone number

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

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I NAME**

The name of the corporation shall be:

Galapagos Conservancy of the Americas, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

325 Clematis Street - Suite 100-126  
West Palm Beach, FL 33401

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

Conduct charitable and educational activities among the general public on behalf of endangered wildlife and habitat, particularly in the Galapagos island chain.

**ARTICLE IV MANNER OF ELECTION**

The manner in which the directors are elected or appointed:

The manner of their election or appointment, other than the initial Board of Directors provided for herein, shall be as provided in the Bylaws.

**ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

List name(s), address(es) and specific title(s):

Ivonne A-Baki - Chairman: 325 Clematis Street, Suite 100-126, WPB, FL 33401  
Susan Hurley Bennett - Chief Executive Officer: 325 Clematis Street, Suite 100-126, WPB, FL 33401  
Todd Eardensohn - Treasurer: 1275 Pennsylvania Ave., NW - 10th FL, Wash., DC 20004  
Andrew Asher - Secretary/General Counsel: 1275 Pennsylvania Ave., NW - 10th FL, Wash., DC 20004

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Mr. Sean C. Selk, Esq.  
319 Clematis Street, Suite 811  
West Palm Beach, FL 33401

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Susan Hurley Bennett  
325 Clematis Street, Suite 100-126  
West Palm Beach, FL 33401

\*\*\*\*\*  
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.

Sean C Selk  
Signature/Registered Agent Sean C. Selk

12-5-05  
Date

Susan Hurley Bennett  
Signature/Incorporator

11-1-05  
Date

Attachment "A" to Articles of Incorporation for:

**GALAPAGOS CONSERVANCY OF THE AMERICAS, INC.**

Re: Additional sections relevant to status as a Non-Profit Business Association under § 501(c)(3) of the Internal Revenue Code:

I. Purpose:

The specific and primary purposes for which the GALAPAGOS CONSERVANCY OF THE AMERICAS, INC. is formed and for which it shall be exclusively administered and operated are religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

II. Restriction on Scope of Activities:

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

III. Terms of Dissolution:

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) and 170(c)(2) 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 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.