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(City/State/Zip/Phone #)

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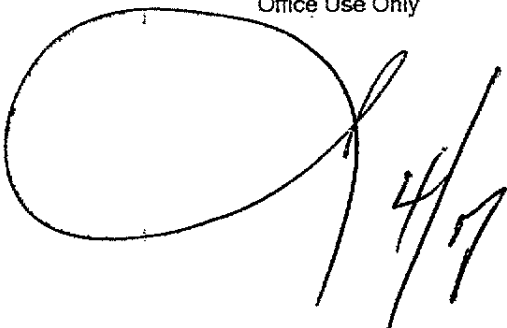
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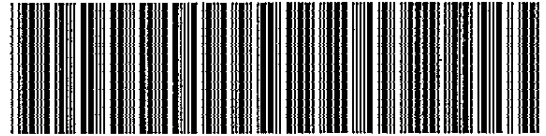
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**COVER LETTER**

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

**SUBJECT:** The Florida Keys Birding and Wildlife Festival, 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:** Deanna Lloyd  
Name (Printed or typed)

P.O. Box 500953  
Address

Marathon, FL 33050  
City, State & Zip

305-743-5624; 305-872-2098  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
**Florida Keys Birding and Wildlife Festival, Inc.**

The corporation shall be formed in the following manner:

**ARTICLE I**  
Name

The name of the corporation shall be:

FLORIDA KEYS BIRDING AND WILDLIFE FESTIVAL, INC.  
(Also known as the Birding Festival)

**ARTICLE II**  
Principal Office

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

Florida Keys Birding and Wildlife Festival, Inc.  
P.O. Box 500953  
Marathon, FL 33050

**ARTICLE III**  
Purpose (s)

The general nature, objects and purposes of the corporation shall be as follows:

The Florida Keys Birding and Wildlife Festival, Inc. (hereinafter called the Birding Festival) is formed to *create an awareness of the unique birds and wildlife in the Florida Keys through education and conservation.*

The corporation shall promote the conservation of the natural resources of the Florida Keys and engage in such educational, scientific and civic activities as will assist with the education and conservation of birds and wildlife. To accomplish these purposes, the corporation may solicit, receive, purchase, and borrow, with or without security, real and personal property, including funds by way of gifts, contributions and subscriptions, and administer, own, hold, convey, transfer, disburse, lend, and sell the same for such educational, conservational, scientific, charitable, and literary as are permitted by section 501(c)(3) of the Internal Revenue Code of the United States as it now exists and as hereafter amended, and no assets of this corporation shall inure to the benefit of any private individual.

Notwithstanding any other provision of these By-Laws, the purposes for which this corporation is formed are exclusively educational, conservational and charitable, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from

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TALLAHASSEE, FLORIDA

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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. This corporation shall have perpetual existence, unless it sooner be dissolved by agreement of operation of law.

ARTICLE IV  
Manner of Election of Directors

The officers shall be elected by a majority vote of ballots cast by the Birding Festival membership.

ARTICLE V  
Initial Registered Agent and Street Address

Deanna Lloyd  
1665 Canal St.  
Big Pine Key, FL 33043

ARTICLE VI  
Incorporator

Deanna Lloyd  
1665 Canal St.  
Big Pine Key, FL 33043

ARTICLE VII  
Management

The affairs of the corporation will be managed by the officers which will include, but not be limited to a Chair, Vice Chair, Secretary and Treasurer.

ARTICLE VIII  
Amendments

The Articles of Incorporation shall be amended only by a two-thirds majority vote of the entire membership at a duly called meeting.

ARTICLE IX  
By-Laws

The members of the Birding Festival shall have the power to make, alter, and rescind the By-Laws of this corporation.

ARTICLE X  
Dissolution

Upon dissolution and disbandment of this corporation, any remaining assets shall be transferred only to an organization having educational, conservational, scientific, charitable, and literary purposes as are permitted by section 501(c)(3) of the Internal Revenue Code of the United States. No assets shall be conveyed or distributed to any individual or any organization created or operated for profit.

ARTICLE XI  
Membership

The corporation shall have no shares of stock issued. The membership of the corporation shall consist of any person who has a sincere desire in subscribing to the purposes of the corporation and who may be admitted to membership in accordance with the By-Laws of this corporation. Memberships and participation in the activities of the corporation shall be based on such membership dues, fees, or contributions as may be fixed or authorized to be accepted by the officers.

ARTICLE XII

The corporation shall have power to receive and engage for pay, remuneration, and revenue in business transactions relevant to the purpose of its organization provided that none of the income of the corporation shall be distributed to its members or to any person as dividends or profits. The net income shall be devoted to the purpose of its organization as stated in ARTICLE II.

IN WITNESS WHEREOF, the undersigned have made and subscribed the Certificate of Incorporation at Key West, Monroe County, Florida, for the uses and purposes aforesaid.

XIII

Chair: Deanna Lloyd, 1665 Canal St., Big Pine Key, FL 33043  
Vice Chair: To be Elected  
Treasurer: Deanna Lloyd (address above)  
Secretary: Joy Tatgenhorst, P.O. Box 500953, Marathon, FL 33050

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TALLAHASSEE, 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.*

Deanna Lloyd  
Signature/Registered Agent

April 1, 2006  
Date

Deanna Lloyd  
Signature/Incorporator

April 1, 2006  
Date