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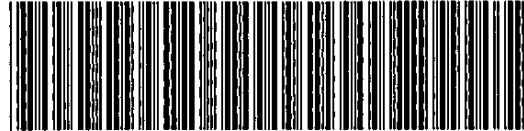
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TALLAHASSEE, FLORIDA

07 JUL 5 AM 11:05

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~~7/16/07~~  
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 6, 2007

UCC FILING & SEARCH SERVICES

SUBJECT: AFRICAN WILDLIFE CONSERVATION TRUST, INC.  
Ref. Number: W07000032002

We have received your document for AFRICAN WILDLIFE CONSERVATION TRUST, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Regulation, resubmit the document and the approval letter to the Division of Corporations for filing.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6955.

Suzanne Hawkes  
Document Specialist  
New Filing Section

Letter Number: 107A00043386



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July 5, 2007

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

African Wildlife Conservation Fund, INC.

**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Retrieval Request**

- Photocopy
- Certified Copy

**Type of Document**

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
	Profit
X	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

**ARTICLES OF INCORPORATION**  
**OF**  
**AFRICAN WILDLIFE CONSERVATION FUND, INC.**

**FILED**  
07 JUL 5 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the corporation shall be:

**AFRICAN WILDLIFE CONSERVATION FUND, INC.**

**ARTICLE II: PLACE OF BUSINESS**

The address of the principal office of this corporation shall be 10564 N.W. 57<sup>th</sup> Street, Doral, FL 33178, and the mailing address of the corporation shall be the same.

**ARTICLE III: NATURE OF BUSINESS**

- A. This corporation is a not-for-profit, public benefit corporation organized under Chapter 617, Florida Statutes - the Nonprofit Public Benefit Corporation Law for charitable and educational purposes. It is not organized for the private gain of any person.
- B. The purpose for which this organization is formed is exclusively for non-profit, educational and charitable purposes, including, but not limited to, wildlife management and protection, environmental conservation, ecological education and scientific purposes within the meanings and purposes described in the nonprofit public benefit law under Section 501(c)(3) of the United States Internal Revenue Code, as amended.

- C. This organization's mission is to engage in activities that promote wildlife conservation in the African continent and awareness for wildlife conservation worldwide. These include, but are not limited to:
- a. Wildlife field research;
  - b. Literature research;
  - c. Publication of articles and newsletters;
  - d. Development and publication of wildlife conservation practices;
  - e. Participation in international symposiums to share information and raise awareness for wildlife conservation;
  - f. Education and training of tribes, ranchers, government officials, and others on wildlife conservation practices;
  - g. Formation of rural community partnerships;
  - h. Participation in outreach programs;
  - i. Partner with organizations with mutual objectives to study wildlife and develop conservation methods;
  - j. Conduct on-site training, seminars and lectures; and
  - k. Provide development of opportunities for research for students, volunteers, wildlife conservation and ecology professionals and interested parties.
- D. This corporation may work and partner with other organizations that qualify as exempt organization(s) under Section 501(c)(3) of the United States Internal Revenue Code, or corresponding section(s) of any future Federal tax code.
- E. 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.
- F. This corporation may also engage or transact any lawful wildlife conservation and ecological activities in any part of the world permitted under the laws of the United States, the State of Florida or any other state, country or nation.

- G. In addition, this corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV: MANNER OF ELECTION OF DIRECTORS**

The corporation is governed by a Board of Directors. The manner in which the directors are elected is by ballot at the annual meeting of the corporation. If a vacancy occurs or the board is expanded prior or between annual meetings, the vacancy will be filled at a regular Board meeting by ballot. The newly elected Board member will serve out the remainder of the current year for the vacated or newly created position and will need to be re-elected at the next annual meeting following the process described in the By-Laws.

**ARTICLE V: INITIAL DIRECTORS / OFFICERS**

The Initial Directors are as follows:

Serving As:	Name:	Address:
Director & PEP Chairperson of the Board	Antonio J. Romanach	10564 N.W. 57 <sup>th</sup> Street Doral, FL 33178
Director	Martha Bryant	2285 S.E. 5 <sup>th</sup> Court Homestead, FL 33033
Director	Christina Ventriere	14805 S.W. 212 Street Miami, FL 33187
Director /S	Ruth Stoky	14 Rainbow Drive Key Largo, FL 33037
Director /T	Robert C. Stoky, II	103900B Overseas Highway Key Largo, FL 33037
Director	Ingo Winzer	70 Glen Road Wellesley, MA 092481
Director	David Donnelly	5847 San Felipe Suite 1100 Houston, TX 77057

The Initial Officers are as follows:

Serving As:	Name:	Address:
President & Executive Director	Antonio J. Romanach	10564 N.W. 57 <sup>th</sup> Street Doral, FL 33178
Executive Vice-President & Director of Conservation Programs	Peter A. Lindsey	Savé Valley Conservancy P.O. Box 7020 Chiredzi, Zimbabwe
Executive Vice-President & Director of Research and Outreach	Stephanie S. Romanach	Savé Valley Conservancy P.O. Box 7020 Chiredzi, Zimbabwe
Secretary	Ruth Stoky	14 Rainbow Drive Key Largo, FL 33037
Treasurer	Robert C. Stoky, II	14 Rainbow Drive Key Largo, FL 33037

**ARTICLE VI: REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 14805 S.W. 212<sup>th</sup> Street, Miami, FL 33187, and the name of the initial registered agent of the corporation at the address is Antonio J. Romanach.

**ARTICLE V: TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI: ASSETS OF THE CORPORATION**

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 Article III hereof. 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.

**ARTICLE VII: DISSOLUTION OF CORPORATON**

Upon the dissolution of the corporation, the Board of Directors, after paying or making provisions for payments of all liabilities of the corporation, all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, or corresponding section of any future United States Federal tax code, or shall be distributed to the United States Federal government, or to a state or local government, or an organization qualified under United States Internal Revenue Code Section 501(c)(3), for a public purpose. Any such assets not so disposed of shall be disposed of by the 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.

**ARTICLE VIII: AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE IX: INCORPORATOR**

The name and street address of the Incorporator to these Articles of Incorporation are:

Antonio J. Romanach  
10564 N.W. 57<sup>th</sup> Street  
Doral, FL 33178

IN WITNESS WHEREOF, the undersigned, has hereunto set his hand and seal on.



*Antonio J. Romanach*  
Antonio J. Romanach, Incorporator

July 2/07  
Date

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**  
**IN ARTICLES OF INCORPORATION**

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

*Antonio J. Romanach*  
Antonio J. Romanach, Registered Agent

July 2/07  
Date

**FILED**  
07 JUL 5 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA