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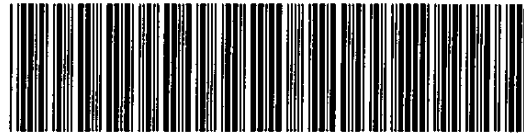
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE SEP 24 2007

COVER LETTER

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

SUBJECT: Four Rivers Audubon Society, Incorporated
(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: Virlyn Willis
Name (Printed or typed)

1339 SE Inglewood Avenue
Address

Lake City, FL 32025
City, State & Zip

386-752-7781
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
FOUR RIVERS AUDUBON SOCIETY, INCORPORATED
A Florida "Not for Profit" Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation organized under Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

I. NAME OF CORPORATION:

The name of the Corporation is Four Rivers Audubon Society, Incorporated.

II. PRINCIPAL OFFICE:

The principal office of the Corporation is located at Lake City, Florida.

III. MAILING ADDRESS:

The mailing address of the Corporation is: 1339 SE Inglewood Avenue, Lake City, Florida 32025.

IV. REGISTERED AGENT/REGISTERED OFFICE:

The name of the registered agent of the Corporation is Virlyn Willis. The street address of the registered agent is 1339 SE Inglewood Avenue, Lake City, Florida.

V. DURATION:

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of the filing of these Articles with the Florida Division of Corporations, Department of State.

VI. MEMBERSHIP:

The Corporation shall have members. The rights of members (or any class of members) to vote may be limited, enlarged or denied to the extent specified in the bylaws.

VII. INITIAL BOARD OF DIRECTORS:

There shall be six directors on the Initial Board of Directors. The number of directors may be increased or decreased as provided in the bylaws, but shall never be less than three.

The manner of election or appointment of the Board of Directors shall be stated in the bylaws.

The names and addresses of the Initial Board of Directors are:

**Jacqueline A. Sulek
209 SW Paisley Ct.
Ft. White, FL 32038**

**Loye Barnard
492 SW Collins Ln.
Ft. White, FL 32038**

**Vickie Lepore
827 SW Bluff Dr.
Ft. White, FL 32038**

**Frank Sedmera
PO Box 854
Lake City, FL 32060**

**Russell O. Plummer
549 San Juan Pl
Lake City, FL 32025**

**Virlyn Willis
1339 SE Inglewood Ave.
Lake City, FL 32025**

The Initial Board of Directors shall serve until the first annual membership meeting.

VIII. INCORPORATORS:

The name and address of the incorporators are:

**Virlyn B. Willis, Jr.
1339 SE Inglewood Avenue
Lake City, Florida 32025**

IX. CORPORATE PURPOSE

The corporation is organized and shall be operated exclusively for charitable and educational purposes, including, but not limited to:

- 1. To promote the active participation of its members and interested persons in the conservation and restoration of natural ecosystems, focusing on bird wildlife and their habitats, for the benefit of humanity and the earth's biological diversity.**
- 2. To do any and lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporation, firms, association, trusts, institutions, foundation, or governmental bureaus, departments or agencies.**

All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code.

X. 501(c)(3) LIMITATIONS:

- A. CORPORATE PURPOSES:** Notwithstanding any other provisions of the Articles, the organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal corporate income tax under section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under the appropriate provisions of the Internal Revenue Code.
- B. EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
- C. NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the directors, officers, or members thereof or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits

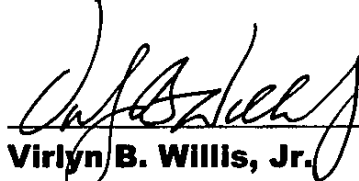
and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any individual.

- D. LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf or in opposition to any candidate for public office.
- E. DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to one or more organizations recognized as exempt from federal corporate income taxation under section 501(c)(3) of the Internal Revenue Code to be used exclusively for charitable and educational purposes. To the extent the assets are not distributed to tax-exempt organizations, the assets shall be distributed to the federal, state or local government for a public purpose. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.
- F. PRIVATE FOUNDATION STATUS:** In the event that this Corporation shall become a "private foundation" within the meaning of the Internal Revenue Code, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Code; shall not retain any excess business holdings as defined in section 4943(c) of the Code; shall not

make any investments in such manner as to subject it to tax under section 4944 of the Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Code.

EXECUTION

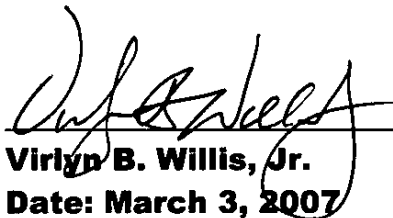
These Articles of Incorporation are hereby executed by the incorporators on this 3rd day of March, 2007.



Virlyn B. Willis, Jr.
Incorporator

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I, Virlyn Willis, hereby accept my appointment as registered agent for Four Rivers Audubon Society, Incorporated, a Florida not-for-profit corporation. I am familiar with, and accept, the obligations of the position of registered agent, and agree to comply with the provisions of all statutes relating to the proper performance of my duties.



Virlyn B. Willis, Jr.
Date: March 3, 2007

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA