

COVER LETTER

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

SUBJECT: Santa Fe Audubon Society, 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: George C Bothwell
Name (Printed or typed)

2208 SE 30th Street
Address

Melrose, FL 32666 - 5110
City, State & Zip

352-475-9734
Daytime Telephone number

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

ORIGINAL
FILED

2009 MAR -3 PM 4: 42

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a majority of who are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

ARTICLE I: NAME

The name of the Corporation shall be **Santa Fe Audubon Society, Incorporated**, (hereinafter called SOCIETY).

ARTICLE II: PLACE

The place in this state where the principal office of the SOCIETY is to be located is 280 SE 31st Way, Melrose, Bradford County, Florida, 32666.

ARTICLE III: PURPOSE

This society is organized exclusively for charitable, educational, literary, and scientific purposes that coincide with the purposes and objectives of the National Audubon Society, Inc. (hereinafter called NATIONAL SOCIETY) of which this SOCIETY shall function as a Chapter, and said purposes and objectives shall conform to the provisions of Section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV: ACTIVITIES

This SOCIETY is not organized, nor shall it be operated, for pecuniary gain or profit. Should it occur, no part of the gains, profits, or dividends shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the SOCIETY 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 SOCIETY shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the SOCIETY 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. Notwithstanding any other provision of these articles, the SOCIETY shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from 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.

ARTICLE V: DISTRIBUTION OF ASSETS

Upon the dissolution, or upon abandonment of this SOCIETY, the assets remaining after payment of, or provision for all debts and liabilities of this SOCIETY shall be distributed to Audubon of Florida or its successor or, if unwilling or unable to accept said distribution, to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objectives and purposes as this SOCIETY, as the Board of Directors of this SOCIETY may designate, provided that none of the assets shall be distributed to any organization other than one organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Any such assets not so disposed of shall be disbursed by a Court of Competent Jurisdiction of the county in which the principal office of the SOCIETY 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 VI: ELECTION OF DIRECTORS

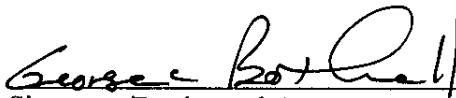
The Directors shall be elected for the term of two (2) years, or until the following annual meeting, whichever comes first, by a plurality of the voting members of the SOCIETY present in person at the annual meeting of members. Terms of office shall be staggered to insure continuity of the Purpose of the Society.

ARTICLE VII: INITIAL REGISTERED AGENT

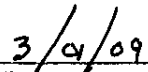
Registered Agent: George C. Bothwell

Street Address: 2208 SE 30th Street, Melrose, FL 32666-5510

Having been named as registered agent to accept service of process for the above stated corporation at the place designated, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent



Date

ARTICLE VIII: INCORPORATORS

In witness whereof, we have hereunto subscribed our names this day of February 20, 2009.

<u><i>Arach Joyce King</i></u> Name	<u><i>280 SE 31st Way Melrose, FL 32666</i></u> Address	<u><i>President</i></u> Title
<u><i>Janice S. Bolt</i></u> Name	<u><i>140 Pearsall Cir Melrose FL 32666</i></u> Address	<u><i>board member</i></u> Title
<u><i>Betty Jean Brind</i></u> Name	<u><i>4221 Dogwood Ln Melrose, FL 32666</i></u> Address	<u><i>Board member</i></u> Title

BYLAWS

ARTICLE I: MEMBERSHIP

SECTION 1. Any person interested in the purposes and objectives of this SOCIETY is eligible to apply for membership.

SECTION 2. The classes of membership of this SOCIETY shall be the same as the classes of membership maintained by the NATIONAL SOCIETY. Any member of this SOCIETY may be a member of the NATIONAL SOCIETY.

SECTION 3. National and state membership dues shall be as established by the NATIONAL SOCIETY. Chapter membership dues may be established by this SOCIETY.

SECTION 4. Each member present shall have the right to cast one vote at the annual meeting and at any regular or special meeting of members on any motion that may properly be brought before such meeting, including the election of officers and directors.

ARTICLE II: MEETINGS

SECTION 1. Meetings and events for members shall be held on such day of such months as may be determined by vote of the Board of Directors.

SECTION 2. The annual meeting of members shall be held on such date in March, beginning in 2010, and each year thereafter, as may be determined by vote of the Board of Directors.

SECTION 3. Special meetings of members may be called by the President or pursuant to resolution of the Board, or by petition of not less than one-tenth (1/10) of all members entitled to vote.

SECTION 4. Notice of the annual meeting and regular meetings shall be provided to each member at least 10 days prior to the meeting.

SECTION 5. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.

SECTION 6. Ten (10) voting members shall constitute a quorum at any meeting of members at which SOCIETY business is to be conducted.

ARTICLE III: BOARD OF DIRECTORS

SECTION 1. The control and conduct of the business, and financial stability of the SOCIETY shall be vested in its Board of Directors. All Board members must be members of the SOCIETY. The Board shall include not less than four (4) elected directors and, with full voting rights, the elected officers of the SOCIETY.

SECTION 2. Duties of Board members include taking leadership responsibility for a significant role (committee chair, event chair, e.g.) in the SOCIETY.

SECTION 3. The Directors shall be elected for the term of two (2) years, or until the following annual meeting, whichever comes first, by a plurality of the voting members of the SOCIETY present in person at the annual meeting of members. Terms of office shall be staggered to insure continuity of the Purpose of the Society.

SECTION 4. If by reason of resignation or death, or for any other reason, vacancies exist whereby the Board has not the full complement of Directors, the Board may proceed to elect a Director or Directors to fill such vacancies and the Director or Directors so elected shall serve until the next annual meeting of members.

SECTION 5. There shall be at least four (4) regular meetings of the Board of Directors in any one calendar year. The dates for the regular meetings shall be determined by the Board at its first regular meeting following the annual meeting of members.

SECTION 6. Special meetings of the Board may be called by the President or by the Secretary upon request of the majority of the Board. Notice of a special meeting may be given in person, by telephone, or acknowledged e-mail not less than three (3) days prior to the date of the meeting or, if by mail, not less than five (5) days prior to the date of the meeting.

SECTION 7. A majority of the Board shall constitute a quorum at any meeting of the Board.

SECTION 8. All decisions made by the Board shall require a majority vote of the Board members present.

SECTION 9. The President or, in his/her absence, Vice President, shall act as Chair at any meeting of the Board.

SECTION 10. An Executive Committee consisting of the President, Vice President, Secretary, and Treasurer, shall meet to conduct any business of the Society that arises due to an emergency when it is not practicable to consult with the full Board of Directors. Three members would comprise a quorum, and report any action taken to the Board at their next regular meeting.

SECTION 11. Attendance Requirements: Any member of the Board of Directors having failed, during the last twelve (12) months, to attend a majority of the regularly scheduled Meetings of the Board of Directors may be terminated from the Board of Directors by a majority vote of the Board at a regular Board meeting. Further, when a member has resigned or been terminated from the Board of Directors, the Board may fill the vacancy for the portion of the remaining term of that member.

ARTICLE IV: OFFICERS

SECTION 1. The Officers of the SOCIETY shall be a President, a Vice President, a Secretary, and a Treasurer,

SECTION 2. The Officers shall be elected at the annual meeting of members. They will assume their duties immediately following the close of the annual meeting. They shall hold office for two years or until their successors are elected. Term of office shall be staggered to insure continuity to the Purpose of the SOCIETY.

SECTION 3. If by reason of resignation or death, or for any other reason, an office shall become vacant, the Board may proceed to elect, by majority vote, such Officer to fill the vacancy and the Officer so elected shall serve until the next annual meeting of members.

SECTION 4. When more than one candidate is nominated for an office at the annual meeting of members, the voting for that office shall be by a show of hands.

SECTION 5. The President shall direct and administer the affairs of the SOCIETY as its executive head and shall supervise all phases of its activities, subject to instructions by the Board. The President shall also be an ex-officio member of all committees. The President shall preside at all meetings of members and of the Board.

SECTION 6. The President shall serve as liaison between the SOCIETY and Audubon of Florida through the Regional Conservation Committee, and maintain a working relationship with the Audubon of Florida regional board member. The President shall

submit an Annual Report and Annual Plan to Audubon of Florida before August 1 in order to qualify for reimbursements from the NATIONAL SOCIETY.

SECTION 7. The Vice President shall assist the President to carry out his/her duties and, in the absence of the President, the Vice President shall direct and administer the affairs of the SOCIETY and supervise all phases of its activities, subject to instruction from the Board, and shall preside at meetings of members and the Board.

If the Secretary is not present at a meeting where the President is presiding, the Vice President shall act as Secretary for that meeting, turning over the record to the Secretary upon his/her return.

SECTION 8. The Secretary shall keep a record of all proceedings of the SOCIETY and of the Board of Directors. He/she shall conduct and preserve correspondence relating to the SOCIETY and perform such other duties as the Board may direct.

In the event the Secretary is not present at a meeting, the Vice President shall function as Secretary for that event. If he/she is not present, the Presiding Officer shall appoint someone to act as Secretary.

SECTION 9. The Treasurer shall have custody of the SOCIETY'S funds. He/she shall disburse such funds as may be ordered by the Board. He/she shall report to the Board at its regular meetings or as requested. He/she shall give an annual report on the financial condition of the SOCIETY at the annual meeting of members. The Treasurer shall act as Registered Agent for the Society for the State of Florida. The Treasurer shall assist with the development of an Annual Budget as part of the annual planning process.

SECTION 10. Account Receivable drafts and checks shall be signed by the Treasurer of the SOCIETY. In case the Treasurer shall, for any reason, be unable to sign checks or drafts of the SOCIETY, the President shall do so. It shall be the duty of the Treasurer to see that signatures authorized to sign checks shall be on file with the bank holding checking account funds.

SECTION 11. The fiscal year of the SOCIETY shall be the same as the Calendar Year.

ARTICLE V: NOMINATING COMMITTEE

SECTION 1. The Board of Directors shall appoint at its meeting in January, a Nominating Committee, to consist of not less than three (3) members. At least one member of the Nominating Committee shall be a member of the current Board of Directors. The names of the members of the Nominating Committee shall be made known to the members. Suggestions for nominations of Officers and Directors may be submitted to the Nominating Committee by any member of the SOCIETY.

SECTION 2. The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms expire at the next annual meeting. The Committee's report shall be presented to the membership one month prior to the annual meeting in March.

SECTION 3. Nothing contained herein shall be construed to prevent nominating of Officers and Directors from the floor at the annual meeting with the nominee's prior approval.

ARTICLE VI: AUDIT COMMITTEE

The Board of Directors at its January meeting shall appoint an Audit Committee, consisting of two members of the SOCIETY who are not Officers or Directors. After completing an informal audit of the Treasurer's accounts, a report shall be made to the membership at a regular meeting.

ARTICLE VII: OTHER COMMITTEES

SECTION 1. The President, with the approval of the Board of Directors, may appoint Special or Task Force Committees whose terms of office will be determined by the length of the assignment to be done.

SECTION 2. The President, with the approval of the Board of Directors, shall appoint chairs of Standing Committees, who, in turn, may select their own committee members with recommendations and suggestions from the Board. Terms of office shall be for one year, or until their successors are appointed.

SECTION 3. The Standing Committees may be as follows and may include such other committees as may be constituted by the Board of Directors to carry out the functions of the SOCIETY.

INVESTMENT COMMITTEE

The Investment Committee shall consist of the Treasurer and two (2) members approved by the Board of Directors. The Committee shall manage funds designated by the Board of Directors for investment. Reports of the Investment Committee activities shall be reported to the Board of Directors at each regular meeting of the Board.

MEMBERSHIP COMMITTEE

The Membership Committee shall maintain close contact with the Membership Department of the NATIONAL AUDUBON SOCIETY. It shall keep the SOCIETY'S membership records and shall conduct membership campaigns to enroll new members. It shall endeavor to retain those members who have become delinquent in the payment of their dues.

PROGRAM COMMITTEE

The Program Committee shall make all plans and arrangements for the regular meetings, except for matters relating to SOCIETY business that may be transacted at such meetings. The Committee shall make arrangements for lectures, discussions, and such other events as may promote interest in and appreciation of conservation, ecology and natural history.

CONSERVATION COMMITTEE

SECTION 1. The Conservation Committee shall keep informed on local, state and national governmental policies and actions affecting the natural environment and conservation of natural resources. It shall draft and recommend the SOCIETY'S conservation policy to the Board of Directors. It shall carry out the conservation policy as approved by the Board and endeavor to coordinate the actions of the SOCIETY with the policy and activities of Audubon of Florida and the NATIONAL SOCIETY, insofar as conservation measures and policies of state and national scope are concerned.

SECTION 2. The Conservation Committee chair shall attend and report the SOCIETY'S conservation activities in meetings of the Audubon of Florida Northeast Florida Regional Conservation Committee, held quarterly prior to Audubon of Florida board meetings.

FIELD TRIP COMMITTEE

The Field Trip Committee shall plan, organize and arrange for the proper conduct of field trips that may be participated in by members of the SOCIETY and others interested in the purposes and aims of the SOCIETY.

PUBLICITY COMMITTEE

The Publicity Committee shall publicize, through newspapers, radio, TV and other publicity media, the purposes, aims and programs of the SOCIETY.

PUBLICATIONS COMMITTEE

The President shall appoint an Editor or Co-Editors, whose duty will be to disseminate information about the purposes, aims, and activities of the SOCIETY.

EDUCATION COMMITTEE

The Education Committee shall maintain contact with the Educational Services Division of the NATIONAL SOCIETY. It shall encourage schools and colleges within the SOCIETY'S territory to conduct courses in, or otherwise stress, natural history, ecology and conservation. The Committee shall cooperate in furthering the educational objectives

of Audubon of Florida and the NATIONAL SOCIETY. It shall, through other means, inform and educate the public about the natural environment.

ARTICLE VIII: COMMITMENTS

This SOCIETY shall not enter into any commitments binding upon AUDUBON OF FLORIDA or the NATIONAL SOCIETY without written authorization by the NATIONAL SOCIETY, nor shall the NATIONAL SOCIETY, without written authorization by this SOCIETY, enter into any commitments binding upon this SOCIETY.

ARTICLE IX: DISCONTINUANCE

This SOCIETY may terminate its status as a Chapter of the NATIONAL SOCIETY, and the NATIONAL SOCIETY may terminate the status of this SOCIETY as a Chapter of the NATIONAL SOCIETY, pursuant to procedures set forth in the 2001 Audubon Chapter Policy adopted by the NATIONAL SOCIETY'S Board of Directors on December 8, 2001.

ARTICLE X: AMENDMENTS

These Articles of Incorporation and By-Laws may be amended by a majority vote of members present in person at any regular or special meeting of members duly called, provided notice of the proposed amendment has been given at a prior meeting.

ARTICLE XI: PARLIAMENTARY AUTHORITY

In procedural matters not covered by these By-Laws, Roberts Rules of Order shall govern.

ARTICLE XII: CONSTRUCTION

These Articles of Incorporation and By-Laws shall be constructed under the Laws of the State of Florida.