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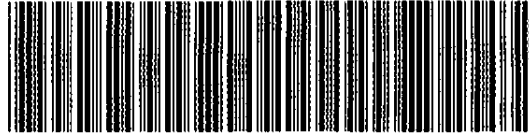
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2009 MAR 27 PM 4:42

CLERK OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAR 30 2009

LAW OFFICES OF
KLINGBEIL & ROBERTS, P.A.

341 West Venice Avenue
VENICE, FLORIDA 34285

Robert T. Klingbeil, Jr.
Gregory C. Roberts

Telephone (941) 485-2900
Fax (941) 486-8565
Email: bob@k-rlaw.com
Web site: www.k-rlaw.com

March 25, 2009

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Animal Preservation Education Sanctuary, Inc.

Dear Madam or Sir:

Enclosed for filing please find one original and one copy of Articles of Incorporation regarding the above-referenced corporation. Also enclosed is our check in the total amount of \$78.75 to cover the cost of this filing:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles	<u>8.75</u>

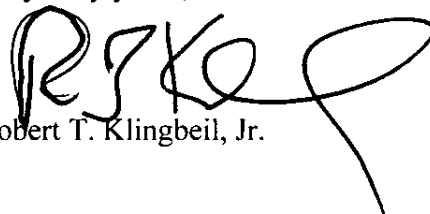
Total: \$ 78.75

Please return a certified copy of the Articles of Incorporation to our office at the address listed above.

Thank you for your attention to this matter. Should you have any questions or need additional information, please do not hesitate to contact me.

Kind regards.

Very truly yours,



Robert T. Klingbeil, Jr.

RTK/crm
Enclosures

cc: Z. Bradford Osborne, w/out enclosures
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ANIMAL PRESERVATION EDUCATION SANCTUARY, INC.

A Florida Not-For-Profit Corporation

I. NAME OF CORPORATION

The name of the corporation is ANIMAL PRESERVATION EDUCATION SANCTUARY, INC.

II. PRINCIPAL OFFICE AND ADDRESS

The address of the principal office and mailing address of the corporation is 40804 Whilden Lane, Leesburg, Florida 34788.

III. PURPOSE

The purposes for which the corporation is organized are:

1. The corporation is organized exclusively for charitable, scientific and educational purposes as set forth in Section 501 (c)(3) of the Internal Revenue Code. The general purpose of the corporation is, and shall be, to operate for the benefit of, to perform the functions of, or to carry out the purposes of promoting and enhancing the education and preservation regarding wild and endangered animals, and to encourage, aid, enrich and support the programs and activities of an educational nature.
2. The corporation is, and shall be empowered to receive by gift, grant, purchase, devise, bequest, or in any other lawful manner, any real or personal property, and to hold, use, improve, operate, manage, lease, convey, convert, invest, dispose of by gift, sale, lease or otherwise, and transfer any or all of such real or personal property, and to use the same in any lawful manner for the furtherance of its purposes stated in these Articles of Incorporation, and to do and perform generally all acts reasonably incident to the corporate purposes and objectives.
3. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, 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 these Articles of Incorporation.

4. 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 any candidate for public office.
5. The corporation shall not be controlled, directly or indirectly, by a disqualified person or persons as defined in Section 4946 of the Internal Revenue Code and Regulation 1.509(a)-4(j).
6. Notwithstanding any other provision of these Articles, the corporation 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, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or (c) by a not-for-profit corporation organized under the laws of the State of Florida pursuant to the provisions of the Act.

IV. MEMBERSHIP

The corporation shall be organized on a non-stock basis and shall have no members. The authority for all affairs of the corporation shall be in a Board of Directors, who shall have and may exercise all the powers of the corporation as permitted by federal law, state law, these Articles of Incorporation and the Bylaws of the corporation as from time to time in effect. There shall be no members of the corporation.

V. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors, consisting of not less than two (2) and not more than twenty-five (25) persons, as determined pursuant to provisions of the Bylaws. Qualification and the method of election of the Directors will be determined pursuant to the provision of the Bylaws.

VI. CORPORATE EXISTENCE

The existence of this corporation shall be perpetual, unless dissolved according to law.

VII. BYLAWS

The first Board of Directors of the corporation shall adopt Bylaws consistent with these Articles or Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the Directors in the manner provided by such Bylaws.

VIII. REGISTERED OFFICE and REGISTERED AGENT

The street address of the registered office of the corporation is 341 Venice Avenue West, Venice, Florida 34285, and the name of registered agent of this corporation at that address is Robert T. Klingbeil, Jr.

X. COMMITTEES

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

XI. DISTRIBUTION UPON DISSOLUTION

Upon the termination or dissolution or winding up of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all assets of the corporation exclusively for the purposes for which this corporation was organized to an exempt organization under Section 501(c)(3) of the Internal Revenue Code, to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(a)(1) or (a)(2) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Court in 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.

XII. TERMS

All general or specific references herein made to the Internal Revenue Code or regulations thereunder shall be deemed to refer to the Internal Revenue Code of 1986 and the regulations thereunder as now in force or later amended, or the corresponding provision of any future United States Internal Revenue Law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

XIII. AMENDMENT

This corporation reserves the right to emend, alter, change or repeal, any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

XIV. DIRECTORS

The names and addresses of the persons who are to serve as the initial directors are:

Z. Bradford Osborne	40804 Whilden Lane, Leesburg, FL 34788
Amy Osborne	40804 Whilden Lane, Leesburg, FL 34788

XV. INCORPORATOR

The name and address of each incorporator are:

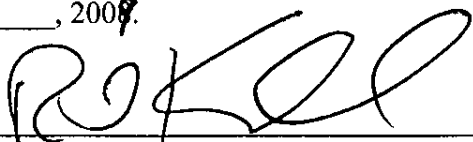
Robert T. Klingbeil, Jr.	341 W. Venice Avenue, Venice, FL 34285
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XVI. OFFICERS

The board of directors shall elect the following officers and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:


Amy Osborne	President
Z. Bradford Osborne	Vice President
Z. Bradford Osborne	Treasurer
Amy Osborne	Secretary

The undersigned, being the incorporator of this corporation, for the purpose of forming this not-for-profit charitable corporation under the Laws of Florida, has executed these articles of incorporation on March 25, 2008.



ROBERT T. KLINGBEIL, JR., Incorporator

I hereby state that I am familiar with and do hereby accept the duties and responsibilities as Registered Agent of ANIMAL PRESERVATION EDUCATION SANTUARY, INC.



ROBERT T. KLINGBEIL, JR.
Registered Agent

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