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FLORIDA PROFIT/NON PROFIT CORPORATION
FLORIDA REPTILE & AMPHIBIAN ASSOCIATION, INC.

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AUG 20 2010
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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION****FLORIDA REPTILE & AMPHIBIAN ASSOCIATION, INC.**
(A Corporation Not for Profit)

In order to form a corporation under the provisions of chapter 617 of laws of the State of Florida for a formation of a corporation not for profit, I, the undersigned, hereinafter referred to as "Incorporator", hereby create a corporation for the purpose and with the powers herein mentioned.

ARTICLE I

NAME AND ADDRESS: The name of the corporation, herein called the "Association" or "Corporation", is Florida Reptile & Amphibian Association, Inc., and its address is 1221 Cypress Drive, Naples, Florida 34120, but the Association may maintain offices and transaction business in other such places within or without the State of Florida as may from time to time be designated by the Board of Directors; furthermore, the Board of Directors may from time to time relocate the aforesaid principal office.

ARTICLE II

PURPOSE AND POWERS: The purposes for which the Association is organized are exclusively for charitable, educational and scientific purposes.

The Association is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or Officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by these Articles or the By-Laws of this Association, and it shall have all the powers and duties reasonably necessary to operate the Association pursuant to the Bylaws as they may hereafter be amended. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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.

ARTICLE III

DURATION/MANNER OF ELECTION: The period of duration is perpetual. The method of selection of the Board of Directors and the number of Directors shall be as set forth in By-Laws. The manner of exercising voting rights shall be as set forth in the By-Laws.

ARTICLE IV

Initial Officers and/or Directors:

The initial Officers of the Corporation are:

Greg Graziani, 1526 County Road 731 Venus, Florida 33960	President
Michael Cole, 21 Coyer Road Haines City, Florida 33844	Vice President
Kimberly D. Bell, 8757 Hideaway Harbor Ct. Naples, Florida 34120	Treasurer
Kimberly D. Bell, 8757 Hideaway Harbor Ct. Naples, Florida 34120	Secretary

ARTICLE V

BY-LAWS: The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial Registered Office of the Corporation is Conroy, Conroy & Durant, P.A., 2210 Vanderbilt Beach Road, Suite 1201, Naples, Florida, 34109, and the name of its initial Registered Agent at that address is Joshua D. Rudnick.

ARTICLE VII

INCORPORATOR:

The name and address of the Incorporator is as follows:

Kimberly D. Bell
8757 Hideaway Harbor Ct.,
Naples, Florida 34120

ARTICLE VIIIAMENDMENT:

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the directors is subject to this reservation.

ARTICLE IV

PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

- a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X

INDEMNIFICATION: Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE XI

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 an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. 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.

IN WITNESS WHEREOF, the incorporated as hereunto set his/her hand and seal this 18th day of August, 2010.

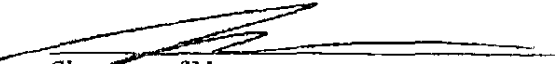
INCORPORATOR:



Kimberly D. Bell

STATE OF FLORIDA
COUNTY OF Collier

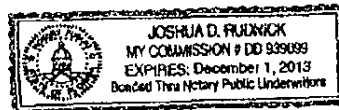
The foregoing instrument was acknowledged before me this 18th day of August, 2010, by Kimberly D. Bell, [☒] who is personally known to me or [] who has produced as identification and who did (did not) take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person(s) executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person(s) executing this instrument did take an oath.



Signature of Notary

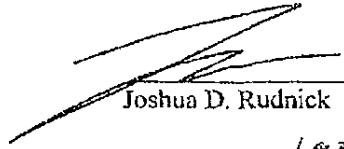
(Type or print Name of Notary)

Commission No.
My Commission Expires



**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, Joshua D. Rudnick, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.


Joshua D. Rudnick

Date: August 18th, 2010

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TALLAHASSEE, FLORIDA