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## FLORIDA PROFIT/NON PROFIT CORPORATION

Marco Eagle Sanctuary Foundation, Inc.

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## ARTICLES OF INCORPORATION

OF

### MARCO EAGLE SANCTUARY FOUNDATION, INC.

In compliance with the requirements of Sections 617.01011 through 617.2102 of the Florida Not For Profit Corporation Act ("Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

#### ARTICLE I

##### Name

The name of the corporation is Marco Eagle Sanctuary Foundation, Inc. (the "Corporation").

#### ARTICLE II

##### Purposes

The Corporation is organized and shall be operated exclusively for charitable, religious and educational purposes within the meaning of I.R.C. Section 501(c)(3). Such purposes may include, but are not limited to the preservation of eagles on and around Marco Island, Florida, by accomplishing, assisting and improving the religious, educational, charitable, and benevolent activities or undertakings of itself, individuals and other organizations exempt from Federal Income Tax under Section 501(c)(3) (or the corresponding provision of any future United States Internal Revenue Law). In these Articles, the term "I.R.C." means the Internal Revenue Code of 1986, as amended, and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

#### ARTICLE III

##### Activities and Restrictions

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the corporation's exemption under I.R.C. Section 501(c)(3). The Corporation shall neither participate in,

nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2).

Section 5. Whenever the Corporation is a private foundation as defined in I.R.C. Section 509(a), the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. Section 4942 and the Corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. Sections 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. Section 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

## ARTICLE IV

### Members

The Corporation shall have no members.

## ARTICLE V

### Board of Directors

Section 1. The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the Act, which at the time of execution of these Articles is three (3). The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws.

Section 2. No member, officer, or director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this Corporation.

Section 3. Each Director, Officer, or former Director or Officer of the Corporation and his legal representative shall be indemnified by the Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is

made a part by reason of his being, or having been, such Director or Officer; provided that in no case shall the Corporation indemnify such Director or Officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for malfeasance in the performance of his duties as such Director or Officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any proceeding, or claim asserted against such Director or Officer (including the expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the Director or Officer involved was not guilty of malfeasance; but, in taking such action, any Director involved shall not be qualified to vote thereon. In determining whether or not a Director or Officer was guilty of malfeasance in relation to any such matters, the Board of Directors may rely conclusively upon an opinion of independent legal counsel selected by the Board. The right to indemnification herein provided shall not be exclusive of any other rights to which such Director or Officer may be lawfully entitled.

#### ARTICLE VI

##### Director Consent Actions

Any action required or permitted to be taken at a board meeting may be taken by written action signed by all of the directors then in office. Such action shall have the same force and effect as a vote of the board of directors taken at a meeting. All directors shall receive written notice of any action so taken, and the written action is effective on the date specified in the written consent or when the last director signs the consent, whichever is later.

#### ARTICLE VII

##### Amendment

These Articles of Incorporation may be amended by the directors of the Corporation by vote of two-thirds (2/3) of the number of directors in office at the time that the amendment is adopted, provided that no amendment shall substantially change the original purposes of the Corporation.

#### ARTICLE VIII

##### Dissolution

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for purposes substantially similar to those of the Corporation to any similarly purposed entity if it is then described in I.R.C. Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) and is not a private foundation as defined in I.R.C. Section 509(a), or if it is not so described or if it is no longer in existence, to one or more organizations then described in I.R.C.

Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) having purposes substantially similar to those of the Corporation (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Circuit Court of the county in which the principal office of the Corporation is then located.

#### ARTICLE IX

##### Principal Office: Registered Office and Registered Agent

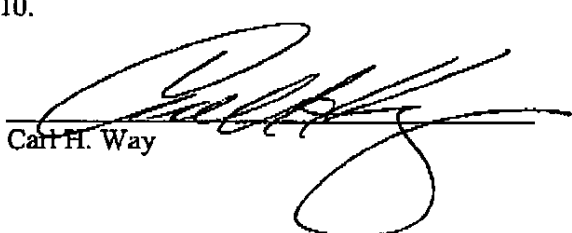
The mailing address of the principal office of the Corporation is 4408 Southern Breeze Drive, Naples, Florida, 34114, and the registered office of the Corporation is 9132 Strada Place, 3<sup>rd</sup> Floor, Naples, Florida 34108. The registered agent at such address is David J. Slenn, Esq.

#### ARTICLE X

##### Incorporator

The name and address of the incorporator to these Articles of Incorporation is Carl H. Way, 4408 Southern Breeze Drive, Naples, Florida, 34114.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14<sup>th</sup> day of September, 2010.

  
Carl H. Way

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

The undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Marco Eagle Sanctuary Foundation, Inc.
2. The name and address of the registered agent and office are:

David J. Slenn, Esquire  
Porter Wright Morris & Arthur, LLP  
9132 Strada Place, 3<sup>rd</sup> Floor  
Naples, Florida 34108

HAVING BEEN NAMED in the State of Florida 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: September 14, 2010

  
\_\_\_\_\_  
David J. Slenn, Esq.

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