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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*K* 09/08/14

## COVER LETTER

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

SUBJECT: THE INTERNATIONAL BIODIVERSITY FOUNDATION, 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: Thomas C. Emmel  
Name (Printed or typed)

1717 N.W. 45th Avenue  
Address

Gainesville, FL 32605  
City, State & Zip

(352) 494-7402  
Daytime Telephone number

tcemmel@flmnh.ufl.edu  
E-mail address: (to be used for future annual report notification)

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

# ARTICLES OF INCORPORATION

Of

The International Biodiversity Foundation, Inc.

(A Florida Not For Profit Corporation)

In compliance with Chapter 617, Florida Statutes

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## ARTICLE I: NAME

The name of the corporation (the "Corporation") is "The International Biodiversity Foundation, Inc."

## ARTICLE II: PRINCIPAL OFFICE

The principal office of business and mailing address of the Corporation is 1717 N.W. 45<sup>th</sup> Avenue, Gainesville, Florida 32605, U.S.A.

## ARTICLE III: CORPORATE PURPOSES

Notwithstanding any other provision of these Articles of Incorporation, the objects and purposes of the Corporation shall be exclusively charitable, scientific, literary and/or educational within the meaning of section 501(c)(3) of the Internal Revenue Code. The objects and purposes of the Corporation shall include the following: (1) to promote and foster the conservation of biodiversity throughout the world; (2) to encourage and promote the preservation and conservation of tracts of natural land; (3) to educate the public of the value of protecting native flora and fauna, and the ecosystems within which the flora and fauna reside; (4) to sponsor, encourage, and conduct scientific study and research, including but not limited to, natural science and ecology, and the interaction of mankind with natural systems; (5) to sponsor, encourage, and conduct scientific study and research related to climate change, the impacts of climate change on natural and human environments; (6) and to foster recognition of the need for preservation of natural systems as necessary for the survival of species or populations of species; (7) to encourage through scientific study, research and education the preservation of ecosystems, and native flora and fauna, in order to prevent the extirpation or extinction of native species; (8) to promote the establishment and maintenance of nature sanctuaries, 1717 local and national parks and similar protected areas; (9) to publish and distribute books, periodicals, reports, studies and other documents in order to disseminate information about the subjects mentioned above or related matters; (10) to hold meetings, lectures, conclaves, conferences, and exhibitions; (11) to establish and maintain such educational projects as nature trails, nature centers, exhibits, tours and camps; (12) to encourage cooperation among affiliated groups and other organizations in sympathy with

the stated aims of the corporation; (13) to cooperate, as the occasion permits, with national and state environmental agencies, and with private and public associations and foundations devoted to the interests of conservation and to education in the field of natural resources; (14) to further by all means that are both wise and opportune, the objects included within or related to those listed in the thirteen foregoing subsections.

As a means of accomplishing these purposes, the Corporation in furtherance and not by way of limitation of its statutory powers, shall have the power to solicit, raise, accept, hold and administer funds exclusively for its objects and purposes, and to that end, to take and receive, by purchase, grant, gift, bequest or devise, or as beneficiary of any trust, any property, real or personal, tangible or intangible, wheresoever located, to make donations in furtherance of such purposes; to invest and reinvest the funds and other property of the Corporation, including the power to invest and reinvest such funds and property in furtherance of such purposes, without regard to whether such investments would be considered as desirable or prudent by an investor interested solely in profit and not interested in promoting such purposes; and to collect and receive the income, if any, from any investment or reinvestment of such funds or property, and to apply the income and, if the Corporation so decides, the principal of such property as the Corporation may from time to time possess, to the purposes of the Corporation.

#### ARTICLE IV: BOARD OF DIRECTORS; MANNER OF ELECTION

There shall be a Board of Directors consisting of not less than five (5) nor more than nine (9) members. The initial directors and officers of the Corporation are set forth below in Article V. The method of election of succeeding directors shall be as set forth in the bylaws.

#### ARTICLE V: INITIAL OFFICERS AND DIRECTORS

The initial Officers and Directors shall be:

Dr. William W. McGuire, Chairman of the Board  
1717 N.W. 45<sup>th</sup> Avenue, Gainesville, Florida 32605, U.S.A.

Dr. Jon D. Turner, Director and Vice President  
1717 N.W. 45<sup>th</sup> Avenue, Gainesville, Florida 32605, U.S.A.

Mrs. Giovanna Holbrook, Director and Secretary  
1717 N.W. 45<sup>th</sup> Avenue, Gainesville, Florida 32605, U.S.A.

Mr. James B. Schlachta, Director and Treasurer  
1717 N.W. 45<sup>th</sup> Avenue, Gainesville, Florida 32605, U.S.A.

Mr. Anthony J. Cotter, Director  
1717 N.W. 45<sup>th</sup> Avenue, Gainesville, Florida 32605, U.S.A.

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Dr. Thomas C. Emmel, Director and President  
1717 N.W. 45<sup>th</sup> Avenue, Gainesville, Florida 32605, U.S.A.

#### ARTICLE VI: REGISTERED AGENT

The name and Florida street address of the Corporation's registered agent is Thomas C. Emmel, 1717 N.W. 45<sup>th</sup> Avenue, Gainesville, Florida 32605, U.S.A.

#### ARTICLE VII: CORPORATE POWERS

The Corporation shall have all of the powers of a Corporation Not for Profit authorized by the Florida Statutes, including without limitation the powers enumerated in Section 617.0307, Florida Statutes. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE VIII: CORPORATE LIMITATIONS

The Corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any director, officer, employee or member of a committee of, or person connected with, the Corporation; provided, however, that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes.

#### ARTICLE IX: LIQUIDATION

In the event of the liquidation, dissolution or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the Corporation's property or assets shall not be conveyed or distributed to any director, officer, employee or member of a committee of, or person connected with, the Corporation, or any other private individual, nor to any organization created or operated for profit; but, after deducting all necessary expenses of liquidation, dissolution or winding up, as the case may be, all the remaining property and assets of the Corporation shall be distributed only to such other organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code, as the directors of the Corporation shall in their discretion determine.

#### ARTICLE X: LIMITATION ON POLITICAL ACTIVITY

Except to the extent permitted by the Internal Revenue Code, the Corporation shall not carry on propaganda or otherwise attempt to influence legislation. The Corporation shall not participate in or intervene in (including by the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

## ARTICLE XI: TAX MATTERS

During any period that the Corporation is determined to be a "private foundation" as defined in section 509 of the Internal Revenue Code, the Corporation, in accordance with the following sections thereof, shall: (a) distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under section 4942; (b) not engage in any act which is subject to tax as self-dealing under section 4941; (c) not retain any holdings under section 4943; (d) not make any investments in such manner as to subject the Corporation to tax under section 4944; and (e) not make any taxable expenditures which are subject to tax under section 4945.

All references in these Articles of Incorporation to the Internal Revenue Code shall mean the Internal Revenue Code of 1986, as amended, and shall be deemed to include any future United States internal revenue law, and all references to sections of that Code shall be deemed to include such sections as amended from time to time, or corresponding provisions of any future internal revenue law.

## ARTICLE XII: MEMBERS

The Corporation shall not have members.

## ARTICLE XII: AMENDMENT

The Articles of Incorporation shall be amended only by a majority vote of those Directors present at the Annual Meeting or a special meeting of the Board of Directors. Notice of such a meeting shall be given by 30 days' notice by mail, or included in a Corporation periodical which is mailed or transmitted by electronic means to the Directors.

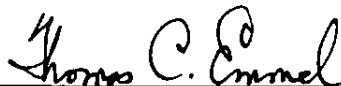
## ARTICLE XIII: INCORPORATOR

The name and Florida street address of the Corporation's registered agent is Thomas C. Emmel, 1717 N.W. 45<sup>th</sup> Avenue, Gainesville, Florida 32605, U.S.A.

## CERTIFICATE OF REGISTERED AGENT

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

BY:



Thomas C. Emmel, Registered Agent

Date:

09/03/2014

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TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATOR

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in section 817.155, Florida Statutes.

BY: Thomas C. Emmel Date: 09/03/2014  
Thomas, C. Emmel, Incorporator

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