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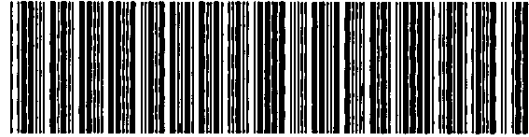
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U.S. DEPARTMENT OF JUSTICE

[Signature] 10/10/14

SPENCER FANE

BRITT & BROWNE LLP

Attorneys & Counselors at Law

RAVI SUNDARA
DIRECT DIAL: (314) 333-3912
rsundara@spencerfane.com

File No. 5021967-0001

October 3, 2014

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

**Re: *International Zoo Educators Association, Inc.*
 *Articles of Incorporation***

Dear Sir or Madam:

Enclosed, for filing, please find Articles of Incorporation, along with two (2) additional copies and a filing cover letter, for the above-referenced entity. We have also enclosed a check in the amount of \$78.75 for the filing fee and certified copy fee.

If you have any question, please call me or e-mail me. Thank you for your assistance.

Very truly yours,

SPENCER FANE BRITT & BROWNE LLP

By: 

Ravi Sundara

RS/
Enclosures

1 North Brentwood Boulevard, Suite 1000
St. Louis, Missouri 63105-3925

SL 1347506 1

(314) 863-7733 www.spencerfane.com Fax (314) 862-4656

COVER LETTER

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

SUBJECT: International Zoo Educators Association, 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: Ravi Sundara, Esq., c/o Spencer Fane Britt & Browne LLP
Name (Printed or typed)

1 N. Brentwood Blvd., Suite 1000
Address

St. Louis, MO 63105
City, State & Zip

314-333-3912
Daytime Telephone number

rsundara@spencerfane.com
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
INTERNATIONAL ZOO EDUCATORS ASSOCIATION, INC.

The undersigned being a natural person of the age of twenty-one (21) years or more, for the purposes of forming a corporation under the "Florida Not For Profit Corporation Act," does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME OF CORPORATION

The name of the corporation is "International Zoo Educators Association, Inc." (the "Corporation").

ARTICLE II: CLASSIFICATION

The Corporation is a public benefit corporation.

ARTICLE III: DURATION

The duration of the Corporation is perpetual.

ARTICLE IV: INITIAL REGISTERED AGENT AND OFFICE

The name of the Corporation's initial registered agent is:

Northwest Registered Agent LLC

The address of the Corporation's initial registered office in the State of Florida is:

3030 N. Rocky Point Dr., STE 150A
Tampa, FL 33607

ARTICLE V: INCORPORATOR

The name and address of the incorporator is:

Ravi Sundara
1 N. Brentwood Blvd, Suite 1000
St. Louis, MO 63105

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TALLAHASSEE, FLORIDA

ARTICLE VI: INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation will be located at 3605 E. Bougainvillea Avenue, Tampa, FL 33612.

ARTICLE VII: MEMBERS

The Corporation shall have members. The qualifications, rights and authorities of the Corporation's members shall be as set forth in the Bylaws of the Corporation. All of the Full Members of the Corporation (as prescribed in the Bylaws of the Corporation) shall together constitute the "General Assembly" of the Corporation and, unless otherwise provided in these Articles of Incorporation, the Bylaws of the Corporation or the Florida Not For Profit Corporation Act, actions of the General Assembly shall be taken by a simple majority vote of the Full Members present and voting at a duly called meeting. In the case of a tie in the voting by the General Assembly, the President of the Corporation shall cast the deciding vote.

ARTICLE VIII: CORPORATION'S PURPOSES

The purposes for which the Corporation is organized are as follows:

(A) The Corporation is organized exclusively to operate as an organization described in section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future federal tax law (the "Code"), dedicated to expanding the educational impact of living collections in facilities such as zoos, aquariums, wildlife reserves, sanctuaries and nature centers worldwide. In furtherance thereof, the Corporation's mission is to improve the education programs in the facilities of its members, to provide access to the latest thinking, techniques, and information in conservation education and to support excellence in animal care and welfare. Further, the Corporation will facilitate communications and professional development among zoo/aquarium educators and supports liaison with related organizations such as WAZA (the World Association of Zoos and Aquariums), IUCN, in particular the IUCN/SSC-CBSG (Conservation Breeding Specialist Group), and others. The Corporation may do everything necessary in the proper management and administration of the affairs of the Corporation, including, but not by way of limitation, the holding, purchase, lease, sale, exchange and receipt of property, real and personal, in the manner and subject to the restrictions set forth in these Articles of Incorporation and in the Bylaws of the Corporation.

(B) Notwithstanding anything herein to the contrary:

1. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Code.

2. 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

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services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article VIII.

(C) Subject to the foregoing, the Corporation may engage in any lawful, charitable activity for which corporations may be organized under the Florida Not For Profit Corporation Act.

ARTICLE IX: DISSOLUTION

In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, all assets of the Corporation remaining after the payment of the Corporation's debts shall be conveyed or distributed to such organization or organizations created and operated for nonprofit purposes similar to those of the Corporation and/or organizations supported by the Corporation, as the General Assembly may determine, provided that such organization or organizations qualify at that time as an exempt organization or organizations under Section 501(c)(3) of the Code.

ARTICLE X: DIRECTORS

The first Board of Directors shall be fourteen (14) in number and shall consist of the following persons who shall also hold the offices indicated below until their successors are duly elected or appointed in accordance with the Corporation's Bylaws:

Rachel Lowry	President
Isabel Li	President Elect (Vice President)
Kathy Lehnhardt	Immediate Past President
William Street	Secretary/Treasurer
Stephen P. Woolard	Journal Editor
Debra Erickson	Website Editor
Stephanie Arnett	Ex-Officio Member
Jone Porter	Regional Representative/Journal Editor – Africa
Donna Livermore	Regional Representative/Journal Editor – Australia & New Zealand
Maggie Esson	Regional Representative/Journal Editor – Europe/Middle East
Sandra Gomez	Regional Representative/Journal Editor – Latin America
May Lok	Regional Representative/Journal Editor – North and South East Asia
Meena Nareshwar	Regional Representative/Journal Editor – South Asia
Rachel Bergren	Regional Representative/Journal Editor – North America

Thereafter, the number, qualifications and manner of election or appointment of directors shall be as prescribed in the Bylaws of the Corporation, provided that the Board of Directors shall at no time consist of fewer than three (3) persons. The Board of Directors may also be referred to herein and in the Bylaws of the Corporation as the "Executive Board."

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**ARTICLE XI: INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHERS
INSURANCE**

(A) Liabilities Covered

1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director or Officer of the Corporation or, at the request of the Corporation and in addition to his or her service as a Director or Officer of the Corporation, is or was serving as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees and expenses), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, to the full extent and under the circumstances permitted by law; provided, however, that the Corporation shall have no obligation to pay any amounts hereunder with respect to any settlement to which it has not previously agreed in writing.

2. In addition, the Corporation may (but shall not be obligated to) indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees and expenses), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceedings, to the full extent and under the circumstances permitted by law.

3. Indemnification under sections 1 and 2 shall or may (as the case may be) be provided hereunder only if the conduct of the person to be indemnified is finally adjudged to have been performed in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal actions or proceedings, the person had no reasonable cause to believe his or her conduct was unlawful.

4. Notwithstanding anything set forth herein, no indemnity shall be paid by the Corporation in respect of remuneration paid to any person if it shall be determined by a final judgment or other final adjudication that such remuneration was in violation of law.

(B) Procedures for Indemnification

Any indemnification under section 1 of subparagraph (A) of this Article XI (unless ordered by a court) shall be made by the Corporation unless a determination is reasonably and promptly made that indemnification is not proper in the circumstances because the person to be

indemnified has not satisfied the conditions set forth in such subparagraph (A). Any indemnification under section 2 of subparagraph (A) of this Article XI (unless ordered by a court) shall be made as authorized in a specified case upon a determination that indemnification is proper in the circumstances because the person to be indemnified has satisfied the conditions set forth in such subparagraph (A). Any such determination shall be made (i) by the Executive Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, by independent legal counsel in a written opinion.

(C) Advance Payment of Expenses

1. With respect to any person entitled to be indemnified under section 1 of subparagraph (A) of this Article XI, expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the person seeking such advance to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article XI.

2. With respect to any person who may be indemnified under section 2 of subparagraph (A) of this Article XI, expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Executive Board of the Corporation in a specific case upon receipt of an undertaking by or on behalf of the person seeking such indemnification to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article XI.

(D) Extent of Rights Hereunder

The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, Bylaws, and/ or any agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or other agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

(E) Purchase of Insurance

The Executive Board may authorize, to the extent permitted by the Florida Not For Profit Corporation Act, as in effect and applicable from time to time, the purchase and maintenance of insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against him or her or incurred by him or her in such capacity or arising out of his or her

status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of the Florida Not For Profit Corporation Act.

(F) Indemnification Agreements

With respect to any of the persons who shall or may be indemnified pursuant to subparagraph (A) of this Article XI, the Corporation may enter into written agreements providing for the mandatory indemnification of such persons in accordance with the provisions of this Article XI.

ARTICLE XII: BYLAWS

The Executive Board shall adopt the initial Bylaws of the Corporation for the regulation and management of the Corporation and such Bylaws shall be consistent with these Articles of Incorporation and the Florida Not For Profit Corporation Act. Thereafter, the Bylaws of the Corporation shall be amended only as provided therein.

ARTICLE XIII: AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation must be approved by the affirmative vote of the General Assembly by a two-thirds majority of the Full Members present and voting, whether in person or by proxy, at a duly called and convened meeting provided that at least three (3) months' prior notice of the proposed amendments shall have been given by the Executive Board to the Members of the Corporation.

IN AFFIRMATION of the facts stated above,

Signed by Incorporator

Dated: 10/2/2014



Ravi Sundara

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EXHIBIT A

ACCEPTANCE OF APPOINTMENT

Having been named as registered agent to accept service of process for International Zoo Educators Association, Inc. at 3030 N. Rocky Point Dr., STE 150A Tampa, FL 33607, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

Northwest Registered Agent LLC

10/2/2014
Date

By: 

Print Name: Dan Keen

Title: Member

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