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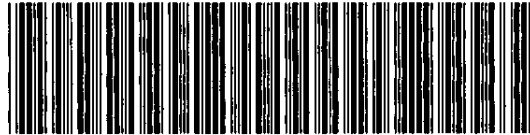
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16 APR - 8 PM 2:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

N. Gulligan APR 13 2016

COVER LETTER

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

SUBJECT: The Ivan Carter Wildlife Conservation Alliance, 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: William L. Shores
Name (Printed or typed)

17 S. Magnolia Ave.
Address

Orlando, FL 32801
City, State & Zip

407-872-0744 X214
Daytime Telephone number

lshores@shorescpa.com
E-mail address: (to be used for future annual report notification)

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

FILED
16 APR -8 PM 2:49
CLERK OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
THE IVAN CARTER WILDLIFE CONSERVATION ALLIANCE, INC.**

The undersigned, acting as the incorporator of a corporation not-for-profit under the Florida Not for Profit Corporations Act, as set forth in Chapter 617 of the Florida Statutes, does hereby adopt the following Articles of Incorporation as the Articles of Incorporation of the Corporation:

ARTICLE I. NAME

The name of the Corporation is: **The Ivan Carter Wildlife Conservation Alliance, Inc.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 17 S. Magnolia Ave., Orlando, FL 32801.

ARTICLE III. PURPOSE

The Corporation is organized exclusively for charitable, scientific and educational purposes. The terms charitable, scientific and educational shall have the same meanings in the Articles as they have in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Without limiting the generality of the foregoing, the purposes of the Corporation shall include the following: (i) develop and implement wildlife conservation and propagation strategies, including strategies to combat poaching; (ii) develop and implement holistic wildlife conservation solutions with and involving indigenous communities; (iii) provide financial, material and tactical support to local, national and international wildlife conservation; and (iv) increase awareness and acceptance of the value of maintaining diverse wildlife populations and the ecosystems that support them.

ARTICLE IV. POWERS

The Corporation shall have the power to make contracts and guarantees and all of the other powers of a not for profit corporation under the Florida Not for Profit Corporations Act, as set forth in Chapter 617 of the Florida Statutes; provided, however, that none of the powers of the Corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, that are not in themselves in furtherance of the purposes of the Corporation.

The Corporation shall not engage in any activity that may not be engaged in (i) by a corporation that is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the comparable provisions of the Internal Revenue Code then in effect, or (ii) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue

Code of 1986, as amended, or the comparable provisions of the Internal Revenue Code then in effect.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not directly or indirectly participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE V. DURATION

The duration of the Corporation shall be perpetual.

ARTICLE VI. CAPITAL STOCK; MEMBERS

The Corporation shall not have authority to issue capital stock.

The Corporation shall have no members. The Corporation shall have a self-perpetuating Board of Directors with specific rights and obligations as defined by the Bylaws of the Corporation.

ARTICLE VII. BOARD OF DIRECTORS

The property and affairs of the Corporation shall be managed by a Board of Directors. The number of directors to constitute the Corporation's Board of Directors shall be not less than three (3) and not more than nine (9) directors. The names and addresses of the persons who are to serve as the initial directors of the Corporation until their successors are duly elected are as follows:

<u>Name</u>	<u>Address</u>
Ivan Carter	749 Maya Susan Loop Apopka, FL 32712
William L. Shores	17 S. Magnolia Ave. Orlando, FL 32801
Jack Mayfield	20 Ranger Road Alpine, TX 79830
John Banovich	12522 Moss Creek Lane NE Carnation, WA 98014
Sassan Moghadan	221 48th Ave. NW Norman, OK 73072

ARTICLE VIII. MANNER OF ELECTION OF DIRECTORS

Directors shall be elected by majority vote of the Board of Directors. At the first annual meeting and at every annual meeting of the Board of Directors thereafter, as the first order of business of the meeting, new directors shall be elected by the Board of Directors then in office to fill any vacancy on the Board of Directors and to succeed those directors whose terms expire with such annual meeting. Each individual elected as a director shall serve for a term of three (3) years unless earlier removed for any or no reason by majority vote of the Board of Directors and until his or her successor is duly elected and has commenced his or her term of office. Any director whose term is about to expire may be elected to succeed himself or herself.

ARTICLE IX. DISTRIBUTION OF CORPORATE FUNDS

No part of the net earnings or other assets of the Corporation shall inure to the benefit of any director, officer, contributor, or other private individual, having, directly or indirectly, any personal or private interest in the activities of the Corporation, 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 of the Corporation.

ARTICLE X. INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
William L. Shores	17 S. Magnolia Ave. Orlando, FL 32801

ARTICLE XI. REGISTERED AGENT

The address of the initial registered office of the Corporation in the State of Florida is 17 S. Magnolia Ave. Orlando, FL 32801. The name of the Corporation's initial registered agent is William L. Shores.

ARTICLE XII. DISSOLUTION

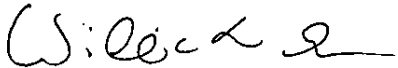
Upon dissolution of the Corporation and after payment of all debts and satisfaction of all liabilities and obligations of the Corporation (or making adequate provision therefor) and after the return, transfer or conveyance of all assets requiring return, transfer or conveyance thereof because of the dissolution of the Corporation, any remaining assets of the Corporation shall be distributed to any one or more organizations selected by the Board of Directors that are organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the comparable provisions of the Internal Revenue Code then in effect. The foregoing shall constitute the plan of distribution upon dissolution of the Corporation.

ARTICLE XIII. AMENDMENTS

The Board of Directors shall have the right to amend, alter, modify, or repeal any provision contained in these Articles by an affirmative vote or consent of a majority of all of the members of the Board of Director; provided that these Articles may not be amended in any manner that would result in the loss of the exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the comparable provisions of the Internal Revenue Code then in effect.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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



Required Signature of Registered Agent

4/5/16

Date

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 s.817.155, F.S.



Required Signature of Incorporator

4/5/16

Date

16 APR -8 PM 2:49
DEPARTMENT OF STATE
TALLAHASSEE FLORIDA