

Division of Corporations

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# N17000006300

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**FLORIDA PROFIT/NON PROFIT CORPORATION****Primate Sanctuary, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
PRIMATE SANCTUARY, INC.,  
a Florida non-profit corporation**

SECRETARY OF STATE  
OFFICE OF THE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAY 14 PM 2:21

THE UNDERSIGNED, acting as sole incorporator of a non-profit corporation to be formed under the Florida Not For Profit Corporation Act, F.S. §617.01011 et seq. (the "Act"), adopts the following Articles of Incorporation:

**FIRST:** The name of the corporation (the "Corporation") is: Primate Sanctuary, Inc.

**SECOND:** The initial principal office and mailing address of the Corporation is:

11216 Tamiami Trail N., # 176  
Naples, Florida 34110-1640.

**THIRD:** The term for which the Corporation is to exist shall be perpetual or until such time as the Corporation shall have been dissolved in accordance with the laws of the State of Florida.

**FOURTH:** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such exempt or public purposes.

**FIFTH:** The Corporation is organized exclusively for charitable, educational and scientific purposes as contemplated under Section 501(c)(3) of the Internal Revenue Code or corresponding provision of any future federal tax law, including, for such purposes, the making of distributions to organizations qualifying as an exempt organization from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding provision of any future federal tax law. Specifically, the intended purposes of the organization are to provide (i) for the protection of primates and selected endangered species by various means including, but not limited to, preserving a special sanctuary habitat wherein such species can thrive, and (ii) educational opportunities for the community wherein the public may learn about the species protected by the Corporation.

**SIXTH:** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements for) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purpose not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

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SEVENTH: The name of the initial registered agent of the Company is Mark J. Price, and the street address of the initial registered agent, which shall be the registered office of the Company, is 850 Park Shore Drive, Third Floor, Naples, Florida 34103-3587.

EIGHTH: The manner in which the directors are to be elected or appointed shall be as stated in the bylaws of the Corporation.

NINTH: The name and address of the sole incorporator is:

Mark J. Price, Esq.  
Roetzel & Andress  
850 Park Shore Drive, Third Floor  
Naples, Florida 34103-3587

TENTH: The names of the initial directors of the Corporation are:

Barry C. DeNicola

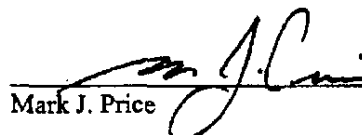
Toni O. DeNicola

Aura D. Hawley.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator, has executed these Articles of Incorporation on this 14th day of June, 2017.

  
Mark J. Price, Sole Incorporator

I, Mark J. Price, designated to act as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, hereby, on behalf of such company, accept the appointment as registered agent and agree to act in this capacity. I further agree, on behalf of such company, to comply with the provisions of all statutes relating to the proper and complete performance of a registered agent's duties, and I am familiar with and accept the designations of the position as registered agent.

  
Mark J. Price

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