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## FLORIDA PROFIT/NON PROFIT CORPORATION NABA CHAPTER OF SOUTH FLORIDA, INC.

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**ARTICLES OF INCORPORATION  
OF  
NABA CHAPTER OF SOUTH FLORIDA, INC.**

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

**ARTICLE I**

**Name, Principal Place of Business, and Mailing Address**

The name of the Corporation is: NABA Chapter of South Florida, Inc. The principal place of business address is: c/o Mary Rose, 8220 SW 184 Lane, Cutler Bay, FL 33157.

**ARTICLE II**

**Term of Existence**

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

**ARTICLE III**

**Purpose**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"), including, but not limited to:

- (1) educating the public about butterflies;
- (2) promoting and supporting butterfly conservation efforts; and
- (3) gathering and providing research regarding butterflies and butterfly conservation to third-party individuals and organizations.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

**ARTICLE IV****Members**

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

**ARTICLE V****Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 100 S. Ashley Dr., Suite 400, Tampa, FL 33602, and the name of its initial registered agent at such address is CF Registered Agent, Inc.

**ARTICLE VI****Directors**

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Mary Rose	8220 SW 184 Lane, Cutler Bay, FL 33157
Jacson Clayborn	11200 SW 8th Street, Miami, FL 33199
Dennis Olle	100 SE Second Street, Suite 4200, Miami, FL 33131-2113

**ARTICLE VII****Incorporator**

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Po-Lin B. Cheng	100 SE Second Street, Suite 4200, Miami, FL 33131-2113

**ARTICLE VIII****Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

**ARTICLE IX****Amendment**

These articles of incorporation may be amended in the manner provided by law.

**ARTICLE X****Dissolution**

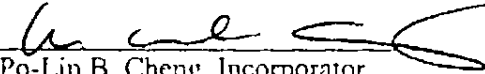
Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

**ARTICLE XI****Limitations**

**Section 1. Legislative and Political Activity.** No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

**Section 2. Property.** The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these articles of incorporation this 20th day of April, 2018.

  
Po-Lin B. Cheng, Incorporator


**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the duties and obligations of its position as registered agent.

Dated this 20<sup>th</sup> day of April, 2018.

Registered Agent

CF Registered Agent, Inc.  
a Florida corporation

By:   
Dennis J. Olle, Authorized  
Representative