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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Nature Trust of America, Inc.

FILED
18 AUG 21 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 23 2018
C Kinsey

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**ARTICLES OF INCORPORATION
OF
NATURE TRUST OF THE AMERICAS, INC.**

In compliance with the requirements of F.S. Chapter 617, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I
Name**

The name of the Corporation is: **Nature Trust of the Americas, Inc.**

**ARTICLE II
Principal Office and Address**

The street address of the principal office of the Corporation is: 4091 Park Ave, Miami, Florida 33133.

**ARTICLE III
Duration**

The term of existence of the Corporation is perpetual and the corporate existence will commence on the filing of these articles by the Department of State.

**ARTICLE IV
Purpose**

The Corporation is formed exclusively for charitable purposes, specifically to promote environmental conservancy and to preserve and protect the natural environment, including through the support of conservation projects in key North American wilderness areas, and, in furtherance of the such purposes, to collect, accept, hold, invest, reinvest and administer any gifts, bequests, grants, contributions, benefits of trust (but not to act as trustee of any trust) and property of any sort, without limitation as to amount or value; to expend, contribute, disburse, and otherwise dispose of its funds, income and other property by making grants and contributions to, and cooperating with and otherwise voluntarily financially assisting any other corporation, foundation, agency, organization, institution, fund or trust, whether now existing or hereafter established, organized and operated exclusively for charitable educational, literary or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law); and to engage in all lawful activities, including those which are not otherwise stated in this Certificate of Incorporation, which are incidental or conducive to the accomplishment of the above-stated purposes.

Restrictions on Corporate Purpose

(1) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the corporation, or any other private

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individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

(2) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(3) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(4) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(5) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(6) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(7) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

(8) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a State

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Court of the county in which the principal office of the corporation is then located having appropriate subject matter jurisdiction, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

Directors

The initial board of directors shall consist of three members. This number may be increased from time to time in accordance with the Corporations' bylaws, but shall never be less than three. The names and addresses of the persons who will serve on the initial board of directors are:

Names	Addresses
Mark Wilkins	4091 Park Ave. Miami, FL 33133
Rebecca Badger	4091 Park Ave. Miami, FL 33133
Harry Wilkins	185 S 4th St., Apt 8D Brooklyn, NY 11211

ARTICLE VI

Registered Office and Agent

The initial street address of the Corporation's registered office is: 115 North Calhoun St., Suite 4, Tallahassee, Florida. The initial registered agent for the Corporation at that address is Cogency Global, Inc. '89301

ARTICLE VII

Incorporators

The name and street address of the person signing these articles of incorporation is:

Name	Address
Thomas W. Simcoe	4001 Tamiami Trail North, Suite 250 Naples, FL 34103-3555

ARTICLE VIII

Indemnification

The Corporation shall indemnify its directors, officers, employees, and agents to the

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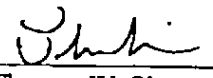
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fullest extent permitted by law.

ARTICLE IX
Indemnification

The manner in which the directors are elected or appointed is as stated in the Bylaws of the corporation.

IN WITNESS WHEREOF, I have subscribed my name this 23rd day of August, 2018.



Thomas W. Simcoe
Incorporator

8/23/18

Date

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ACCEPTANCE 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.


Registered Agent

ASSO. SECRETARY

8-21-18
Date

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