

N20000000000820

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

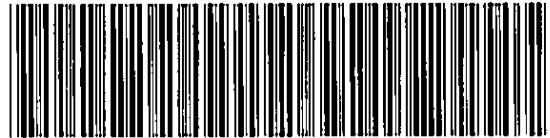
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer

Office Use Only



900339883709

01/28/20--01005--014 **137.50

2020 JAN 27 4:10:02

2020 JAN 27 4:10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

01/28/20

10:00 AM

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Giraffe Conservation Foundation, Inc

Signature _____

Requested by: _____

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File Convert
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

COVER LETTER

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

SUBJECT: Giraffe Conservation Foundation USA, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
-----------------------	---------

James Seaman

Name (printed or typed)

c/o Rouse Frets 5250 W 116th Pl. Suite 400

Address

Leawood, KS 66211

City, State & Zip

913-387-1600

Daytime Telephone Number

jseaman@rousepc.com

E-mail address: (to be used for future annual report notification)

**NOT FOR PROFIT
CERTIFICATE OF DOMESTICATION**

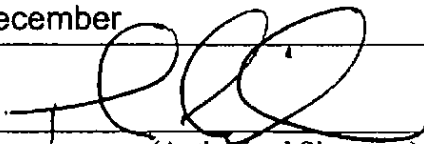
The undersigned, Thomas Leiden, President
(Name) (Title)
of Giraffe Conservation Foundation USA a foreign Corporation
(Corporation Name)

in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was May 24, 2016.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Ohio.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Giraffe Conservation Foundation USA.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is Giraffe Conservation Foundation USA, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Ohio.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am President, of Giraffe Conservation Foundation USA

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 18th day of December, 2019.


(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	<u>\$128.75</u>

2020 JAN 27 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
GIRAFFE CONSERVATION FOUNDATION USA, 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: Giraffe Conservation Foundation USA, 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 establishing, promoting and supporting giraffe conservation initiatives throughout Africa.

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>
Thomas Leiden	PO Box 24246 Cleveland, OH 44124
Dr. Julian Fennessy	PO Box 86099 Eros, Windhoek, Namibia
Chris Kelsch	17 S. Magnolia Ave. Orlando, FL 32801
Till Holman	17 S. Magnolia Ave. Orlando, FL 32801
David O'Connor	17 S. Magnolia Ave. Orlando, FL 32801
Penelope Orford	P.O. Box 5228 Windhoek, Namibia
Belinda van den Bosch	P.O. Box 90590 Klein Windhoek, Namibia

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:

Name	Address
James Seaman	Rouse Frets White Goss Gentile Rhodes, P.C. 5250 West 116 th Place, Suite 400 Leawood, KS 66211

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

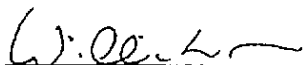
Upon dissolution of the Corporation and after payment of all debts and satisfaction of all liabilities and obligations of the Corporation (or making adequate provision therefor) and after the return, transfer or conveyance of all assets requiring return, transfer or conveyance thereof because of the 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

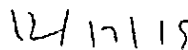
The Board of Directors shall have the right to amend, alter, modify, or repeal any provision contained in these Articles by an affirmative vote or consent of a majority of all of the members of the Board of Directors: provided that these Articles may not be amended in any manner that would result in 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 designate in the certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

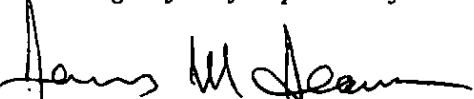


Required Signature of Registered Agent,
William L. Shores

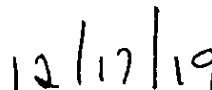


Date

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
James M. Seaman



Date