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FLORIDA PROFIT/NON PROFIT CORPORATION
Lion Country Safari Conservation & Education Foundat

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**ARTICLES OF INCORPORATION
OF
LION COUNTRY SAFARI CONSERVATION & EDUCATION FOUNDATION, INC.**

These Articles of Incorporation are hereby made and acknowledged by the undersigned Incorporator, to be filed with the Secretary of State, State of Florida, for the purpose of forming a corporation not for profit in accordance with the Florida Not For Profit Corporation Act, FLA STAT. §§ 617.01011, et seq., as amended from time to time (the "Act").

**ARTICLE I
NAME AND ADDRESS**

(a) The name of this Corporation shall be **LION COUNTRY SAFARI CONSERVATION & EDUCATION FOUNDATION, INC.** (the "Corporation").

(b) The street address of the initial principal office of this Corporation shall be 2003 Lion Country Safari Road, Loxahatchee, FL 33470.

(c) The mailing address of this Corporation shall be 2003 Lion Country Safari Road, Loxahatchee, FL 33470.

**ARTICLE II
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE III
PURPOSES; RESTRICTIONS**

(a) This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including without limitation, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code").

(b) Subject to the restrictions set forth in paragraph (b), the general purposes for which this Corporation is exclusively organized and operated are to receive and administer real and personal property and to apply such property, as well as the income it produces, exclusively for charitable, scientific, literary and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. This Corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations set forth in these Articles of Incorporation, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable, religious, educational, scientific and literary purposes.

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(c) Despite any contrary provision of these Articles:

(1) No part of the net earnings of this Corporation shall inure to the benefit of any member, director or officer of this Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for this Corporation, affecting one or more of its purposes).

(2) No member, director or officer of this Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this Corporation.

(3) No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. This Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(4) This Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code.

(5) Despite any other provision of these Articles or Florida law (including, without limitation, the Act), this Corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Code, or by organizations, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV **POWERS**

Subject to the restrictions in these Articles, this Corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit, including, without limitation, the Act.

ARTICLE V **DIRECTORS AND OFFICERS**

(a) All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed by, a board of directors (the "**Board**").

(b) The names of the initial members of the Board are as follows:

Charles R. Koppel
Marc K. Unterhalter
Jennifer Berthiaume
Rebecca Tew
Elizabeth Hammond

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(c) The names of the initial officers of this Corporation shall be:

President: Marc K. Unterhalter

Secretary: Jennifer Berthiaume

Treasurer: Rebecca Tew

(d) The manner in which future directors or officers are to be elected or appointed shall be as set forth in the Bylaws of this Corporation.

(e) The number of directors may be increased or decreased in the manner provided in the Bylaws of this Corporation, but this Corporation shall always have at least five (5) directors.

ARTICLE VI NO MEMBERS

(a) This Corporation shall have no members. Any action that would otherwise require the approval of the members shall only require approval by the Board.

(b) The Board may refer to persons associated with this Corporation who have no voting rights as "members" (or by such other designation or title as from time to time approved by the Board) and adopt policies and procedures for the admission and removal of such persons. Such persons are not "members" within the meaning of §617.01401(12) of the Act.

ARTICLE VII BYLAWS

The initial Bylaws of this Corporation shall be adopted by the directors of this Corporation. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board, except as otherwise provided in the Bylaws.

ARTICLE VIII AMENDMENT OF ARTICLES OF INCORPORATION

The procedure for amending these Articles of Incorporation shall be as prescribed by the Act.

ARTICLE IX DISSOLUTION

Upon the dissolution of this Corporation or the winding up of its affairs, the remaining assets of this Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax laws.

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ARTICLE X
REGISTERED OFFICE AND REGISTERED AGENT

- (a) The street address of this Corporation's initial registered office is 2003 Lion Country Safari Road, Loxahatchee, FL 33470.
- (b) The name of this Corporation's initial registered agent at that address is Marc K. Unterhalter.

ARTICLE XI
INCORPORATOR

The name and address of the Incorporator of this Corporation is as follows:

Charles Koppel
2003 Lion Country Safari Road
Loxahatchee, FL 33470

ARTICLE XII
INDEMNIFICATION OF CORPORATION

No officer or director of this corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this Corporation.

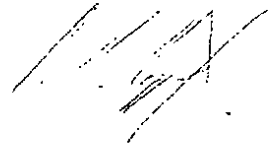
ARTICLE XI
EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be, and the existence of this corporation shall begin, when these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

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IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation as of this 19th day of July, 2023.



Charles Koppel, Incorporator

Articles of Incorporation
Lion Country Safari Conservation & Education Foundation, Inc.

Incorporator
Signature Page

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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE ABOVE-STATED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of this Corporation is:

**LION COUNTRY SAFARI CONSERVATION &
EDUCATION FOUNDATION, INC.**

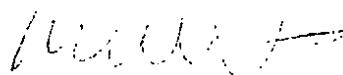
2. The name and address of the registered agent and office is:

**Marc K. Unterhalter
2003 Lion Country Safari Road
Loxahatchee, FL 33470**

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

REGISTERED AGENT:



Marc K. Unterhalter

Dated: 19 July, 2023

Articles of Incorporation
Lion Country Safari Conservation & Education Foundation, Inc.

Registered Agent
Certificate of Designation
and
Signature Page

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