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*Amended And
Restated*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
THE ARTICLES OF INCORPORATION
OF

BIRD ISLAND TRUST, INC.

(A Florida Corporation Not-For-Profit)

Document Number: N43389

Pursuant to the provisions of Sections 617.1001 through 617.1007 of the Florida Not For Profit Corporation Act (the "Act"), this Florida Not For Profit Corporation adopts the following amendments to and restatement of its amended Articles of Incorporation:

AMENDMENTS ADOPTED: On the 31st day of March, 2008, the Board of Trustees of the Corporation, by Unanimous Written Consent, and the Members of the Corporation, by Unanimous Written Consent, approved and adopted the following amendments to the Corporation's Articles of Incorporation and their restatement, in their entirety, to read as follows:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

BIRD ISLAND TRUST, INC.

(A Florida Corporation Not-For-Profit)

Pursuant to the provisions of Sections 617.1001 through 617.1007 of the Act and Article XII of the Articles of Incorporation of BIRD ISLAND TRUST, INC. (the "Corporation"), the Corporation hereby adopts the following amended and restated Articles of Incorporation:

1. **Name.** The name of the corporation is BIRD ISLAND TRUST, INC. the "Corporation").
2. **Nonprofit Corporation.** The Corporation is formed for not-for-profit purposes and shall not have or issue shares of stock or make distributions.
3. **Members.** The Corporation shall have one class of members (the "Members"). The sole current Member of the Corporation is T. Ann Ziff.

The Members shall have those rights, powers and privileges conferred hereby or by the Corporation's bylaws upon the Members. The Members shall determine from time to time the number of trustees to serve on the Board of Trustees of the Corporation (the "Board") and, except as provided in the bylaws of the Corporation

with respect to filling certain vacancies on the Board, shall elect the Board. The Members shall be entitled to recall and remove trustees and to vote on amendments to the Articles of Incorporation and bylaws of the Corporation, on the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation, on the dissolution of the Corporation and plan of distribution of its assets, and on any plan of merger with respect to the Corporation. The Members shall also have those rights, powers and privileges accorded by the Florida Not For Profit Corporation Act (the "Act") to members of a not for profit corporation holding such rights, powers and privileges.

Each Member shall be entitled to one vote on each matter submitted to a vote of the Members.

Any action required or permitted to be taken by the Act at a meeting of the Members may be taken without a meeting, without prior notice, and without a vote if the action is taken by unanimous written consent of the Members entitled to vote thereon, setting forth the action taken, signed and dated by each such Member within sixty (60) days of the date the consent is first signed by a Member, and delivered to the Corporation in the manner provided by the Act.

If at any time the Corporation shall not have at least one Member, the Corporation shall thereafter be a Corporation that does not have members and shall operate entirely under the management of the Board.

4. **Registered Agent.** The street address of the Corporation's registered office and the name of its registered agent at that address are as follows:

Agent	Business Address
Corporation Service Company	1201 Hays Street Tallahassee, Florida 32301

5. **Incorporator.** The name and address of the Corporation's sole incorporator on May 14, 1991 was John C. Randolph, of Jones, Foster, Johnston & Stubbs, P.A., 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33403.
6. **Exempt Nature of Activities and Purposes.** The Corporation is organized and shall be operated exclusively for charitable, scientific and/or educational purposes, each within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time and the corresponding provisions of any future United States Internal Revenue law (the "Code"), including, in particular, but not limited to, benefiting the public by acquiring, preserving, restoring and protecting lands serving as a critical and sensitive environmental habitat and wildlife sanctuary for wading birds and waterfowl in the Atlantic Intracoastal Waterway located in the State of Florida (the "Corporation's 501(c)(3) Exempt Purposes"). It is intended that the Corporation shall be exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and that it shall qualify as an organization transfers to which are deductible for federal income, gift, and estate

tax purposes by residents and citizens of the United States of America (a "Qualified Charitable Organization").

7. **Board of Trustees.** The activities, property, and affairs of the Corporation shall be managed by or under the direction of the Board of Trustees (the "Board"), which shall be composed of not fewer than three (3) persons. The Board shall exercise all the powers and authority of the Corporation, in accordance with these Articles of Incorporation and the bylaws of the Corporation from time to time in effect.

If at any time the Corporation shall not have at least one Member, the Board shall determine from time to time the number of trustees to serve thereon and be self-perpetuating.

8. **Board's Authority.** Subject to the restrictions and limitations of the Article of these Articles of Incorporation entitled "Prohibitions," and the condition that no power or discretion shall be exercised by the Board in any manner or for any purpose that is not consistent with the Corporation's 501(c)(3) Exempt Purposes, its qualification as a Qualified Charitable Organization, and any Valid Restrictions (as defined below) imposed on contributions to the Corporation, but without otherwise limiting the powers conferred upon the Board by law, the Board is authorized:

- (a) To receive and accept gifts, legacies, grants, loans, and other contributions to the Corporation from any persons or entities, in cash or in other property acceptable to the Board, including restricted contributions; provided that any restrictions are consistent with the Corporation's 501(c)(3) Exempt Purposes and its qualification as a Qualified Charitable Organization and are imposed by the donor by a written instrument that is accepted by the Board by resolution ("Valid Restrictions").
- (b) To acquire by purchase, lease or otherwise, to retain, hold, own, occupy, use, manage, improve, develop, maintain or lease, and to sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, without regard to diversification or to whether some or all of the property so acquired or retained is unproductive or wasting or is of a kind or size which, but for this express authority, would not be considered proper.
- (c) To borrow money and to make, accept, endorse, execute and issue promissory notes and any other obligations for payment for property acquired or money borrowed.
- (d) To maintain and administer the Corporation's assets, including all contributions received, all income earned on those assets and contributions, and any gains therefrom (the "Corporation's Funds") and, unless otherwise

specifically required, to mingle restricted contributions with other assets of the Corporation's Funds for investment purposes.

- (e) To use and apply the Corporation's Funds, make expenditures and payments therefrom, and make distributions, program-related loans, program-related investments, and other grants from the Corporation's Funds, in such amounts, at such times, in such manner, and for such of the Corporation's 501(c)(3) Exempt Purposes as the Board in its sole discretion determines from time to time, subject to any Valid Restrictions imposed on contributions to the Corporation's Funds.
 - (f) To initiate and participate in fundraising activities, expeditions, or other projects that may be undertaken by the Corporation in order to further or promote the Corporation's 501(c)(3) Exempt Purposes.
 - (g) To the extent a corporation organized under the Act may now or hereafter lawfully do so, to engage in or carry on any and every act or activity necessary, suitable, convenient, or proper for, in connection with, or incident to the promotion, furtherance, or accomplishment of any of the Corporation's 501(c)(3) Exempt Purposes, or designed, directly or indirectly, to promote the interests of the Corporation, and to engage in any lawful act or activity that is consistent with the Corporation's 501(c)(3) Exempt Purposes and its qualification as a Qualified Charitable Organization.
9. **Prohibitions.** Notwithstanding any other provision of these Articles of Incorporation, the Corporation's activities and the Board's authority shall be subject to the following restrictions and limitations:
- (a) The Corporation shall not carry on any activities not permitted to be carried on by a Qualified Charitable Organization.
 - (b) No part of the Corporation's Funds shall inure to the benefit of or be distributable to the Corporation's members, trustees, officers, or any other private individual or entity, except in furtherance of the Corporation's 501(c)(3) Exempt Purposes, as payment of reasonable compensation for services rendered, or as payment or reimbursement of reasonable expenses necessary to carrying out the Corporation's 501(c)(3) Exempt Purposes.
 - (c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
 - (d) To the extent that Section 508 and the provisions of Chapter 42 of the Code are applicable to the Corporation, the Corporation shall distribute such amounts from the Corporation's Funds for each taxable year at such time

and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

- (e) To the extent that Section 508 and the provisions of Chapter 42 of the Code are applicable to the Corporation, the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Code, (c) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.

10. **Liquidation or Dissolution.** The Corporation may be liquidated or dissolved at any time. Subject to any Valid Restrictions imposed on contributions to the Corporation, upon the winding up and dissolution of the Corporation, all the Corporation's assets remaining after payment or adequate provision for the lawful debts and obligations of the Corporation and the expenses of its liquidation or dissolution shall be distributed (i) for such of the Corporation's 501(c)(3) Exempt Purposes (including by distribution to or for the use of one or more Qualified Charitable Organizations) and in such manner and proportions as are provided for in the plan of distribution of assets adopted by the Corporation, or (ii) to the federal government, or (iii) to a state or local government for a public purpose, or (iv) by the Circuit Court of the Judicial Circuit in which the principal office of the Corporation is then located (or any court of competent jurisdiction if the principal office of the Corporation is then located outside the State of Florida), exclusively for such of the Corporation's 501(c)(3) Exempt Purposes or to such one or more Qualified Charitable Organizations having similar purposes as the court shall determine.
11. **Immunity of Members.** It is intended that the Corporation be an organization the Members of which are immune from civil liability to the fullest extent allowed by law, including but not limited to Section 617.0604 of the Act.
12. **Indemnification and Immunity.** The Corporation shall indemnify each trustee and officer, including former trustees and officers, to the fullest extent allowed by law, including but not limited to Section 617.0831 of the Act. It is intended that the Corporation be an organization the officers and trustees of which are immune from civil liability to the extent provided under Section 617.0834 of the Act and other applicable laws.
13. **Amendment.** These Articles of Incorporation may be amended as provided by law at any time and from time to time in a manner and for a purpose that is consistent with the Corporation's qualification as a Qualified Charitable Organization, the provisions of federal law applicable to private foundations, and any Valid Restrictions imposed on contributions to the Corporation's Funds; provided, however, that no amendment hereto may remove these restrictions on amendment.

These Articles of Amendment and Restatement were adopted by the Members and by the Trustees on March 31, 2008, and the number of votes cast for the Amendment and Restatement by the Members and by the Trustees was sufficient for approval.

Dated at Manalapan, Florida, this 31st day of March, 2008.

The undersigned hereby declares, under the penalties of false statement, that the statements made in the foregoing Articles are true.

BIRD ISLAND TRUST, INC.

By:


David Rathbun, President

By:

T. Ann Ziff, Secretary

These Articles of Amendment and Restatement were adopted by the Members and by the Trustees on March 31, 2008, and the number of votes cast for the Amendment and Restatement by the Members and by the Trustees was sufficient for approval.

Dated at New York, New York, Florida, this 31st day of March, 2008.

The undersigned hereby declares, under the penalties of false statement, that the statements made in the foregoing Articles are true.

BIRD ISLAND TRUST, INC.

By:

David Rathbun, President

By:

T. Ann Ziff, Secretary