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SALVATORI & WOOD

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CENTER FOR ORANGUTAN AND CHIMPANZEE CONSERVATION, INC

Certificate of Status	0
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Amended & Restated Articles

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CENTER FOR ORANGUTAN AND CHIMPANZEE CONSERVATION, INC.**

In accordance with Section 617.1007 of the Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986¹, the articles of incorporation of Center for Orangutan and Chimpanzee Conservation, Inc., a Florida not-for-profit corporation, are hereby amended and restated (the "Amended and Restated Articles of Incorporation") to read in their entirety as follows:

ARTICLE I. NAME

The name of the corporation is: Center for Orangutan and Chimpanzee Conservation, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are: 5843 Van Simmons Road, Wauchula, Florida 33873.

ARTICLE III. PURPOSE

Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation, the corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, consistent with, and in furtherance of, the mission statement and guiding principles outlined in this Article IV, and shall specifically be precluded from engaging in any of the prohibited activities described in this Article III.

(a) Mission Statement and Guiding Principles. (i) Our mission statement is as follows: "The Center for Great Apes' mission is to provide a permanent sanctuary for orangutans and chimpanzees who have been retired from the entertainment industry, from research, or as pets. The Center provides care with dignity in a safe, healthy, and enriching environment for great apes in need of lifetime care."

(ii) Our guiding principles are as follows:

(A) operate a refuge and sanctuary for orangutans and chimpanzees (the "Apes") who have been used in the entertainment industry, in experimental research studies, in substandard roadside zoos, or in private pet situations, and who have outgrown their situation and are unlikely to be absorbed by American Zoological Association accredited zoos;

(B) maintain and preserve these Apes in a safe, permanent and enriching habitat in accordance with all state and federal regulations pertaining to the care and housing of these primates;

¹ Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

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(C) strive to set, achieve and maintain the highest standards of animal care through continuing education and an understanding of the Ape sanctuary field and its challenges;

(D) strive to provide professional and humane care through all phases of an Ape's life, including a healthy nutrition program, excellent veterinarian services, and suitable cages, night houses and tunnels/chutes, promoting exercise and social interaction with other Apes;

(E) provide for both individual and social needs of animals in enclosure construction, animal placement, and care practices;

(F) provide observational behavioral study opportunities for students of primatology, zoology, anthropology or other related subjects and to disseminate reliable data on orangutan and chimpanzee behavior by exchange with other organizations (sanctuaries, zoos, universities) doing similar work; and

(G) educate the public about these endangered Apes and their need for conservation in the wild as well as their need for protection in captivity.

(b) *Prohibited Activities.* In addition to any activities that are not permitted under Article VII of these Amended and Restated Articles of Incorporation or otherwise by applicable law, the corporation shall not engage in any of the activities listed below, either directly or indirectly:

(i) the corporation shall not breed Apes;

(ii) the corporation shall not use the Apes for any invasive, harmful, or biomedical research, or any other testing that may be deemed to be inconsistent with the humane care and welfare of the sanctuary Apes;

(iii) the corporation shall not use the Apes for any commercial activity that is exploitive in nature, which for purposes herein shall include the following: (A) allowing free roaming public access to the animals or the sanctuary (public access to the Apes is restricted and only occurs under conditions of nonintrusiveness and respect for their privacy); (B) using sanctuary animals for exhibition; (C) using sanctuary animals for entertainment; (D) buying, selling, trading or auctioning animals or their body parts; and (E) any other activity inconsistent with the humane care and welfare of the sanctuary Apes.

ARTICLE IV. MEMBERS

The corporation shall not have members.

ARTICLE V. DIRECTORS

The affairs of the corporation shall be managed by its board of directors. The method of election or appointment of the board of directors shall be fixed and governed by the bylaws of the corporation.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The corporation designates 9132 Strada Place, Fourth Floor, Naples, FL 34108-2683 as the street address of the initial registered office of the corporation and names Kevin Carmichael the corporation's initial registered agent at that address to accept service of process within this state. The said registered agent has previously filed a signed statement accepting that appointment.

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ARTICLE VII. CHARITABLE LIMITATIONS

This corporation shall not engage in any activities prohibited by Section 617.0835 of the Florida Statutes, or by Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the directors, officers or members of the corporation, or to any other private persons, except that the corporation shall be authorized and empowered (i) to pay reasonable compensation for personal services rendered to the corporation, so long as the services are reasonable and necessary to carrying out the charitable purposes of the corporation, and to reimburse expenses or advances made for the corporation that are reasonable in character and amount and (ii) to make payments and distributions to persons who are qualified to receive same in furtherance of the corporation's charitable purposes as set forth herein. All of the net earnings and assets of the corporation shall be expended for the purposes stated in Section 501(c)(3) of the Internal Revenue Code.

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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or against any candidate for public office.

In the event that, and for so long as, the corporation is characterized as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, 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;

Shall not engage in any act of self-dealing as defined in Section 4941(d);

Shall not retain any excess business holdings as defined in Section 4943(c);

Shall not make any investments in such manner as to subject it to tax under Section 4944; and

Shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision of these Amended and Restated 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).

ARTICLE VIII. DISSOLUTION

In the event of the dissolution of the corporation pursuant to Florida Statutes, the board of directors of the corporation 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 by transferring such assets to organizations which are exempt under Section 501(c)(3) and are engaged in activities consistent with those outlined in Article III above, as the board of directors of the corporation shall determine.

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ARTICLE IX. AMENDMENT

These Amended and Restated Articles of Incorporation may be amended, repealed, or otherwise modified by a supermajority vote (2/3) of the full board of directors of the corporation.

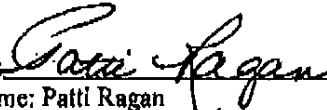
ARTICLE X. ADOPTION OF AMENDED AND RESTATED ARTICLES

These Amended and Restated Articles of Incorporation of the corporation were adopted by a majority of the board of directors at a regular meeting of the board of directors and the number of directors voting for the amendment and restatement was sufficient under the bylaws and Florida law to adopt the resolution authorizing this amendment and restatement on August 1, 2009.

The corporation has no members. Therefore, no members were required to vote.

The date of adoption of these Amended and Restated Articles of Incorporation is August 1, 2009.

CENTER FOR ORANGUTAN AND
CHIMPANZEE CONSERVATION, INC.

By: 
Name: Patti Ragan
Title: Founder and President

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

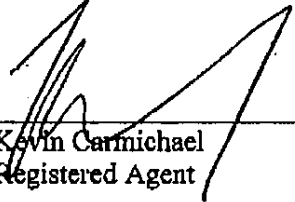
PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is Center for Orangutan and Chimpanzee Conservation, Inc.

The name of the registered agent of the Corporation is Salvatori, Wood, Buckel & Weidenmiller, PL, 9132 Strada Place, Fourth Floor, Naples, Florida, 34108, and the name of its registered agent at such office is Kevin Carmichael.

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Kevin Carmichael
Registered Agent

Date: 8/6/2009

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