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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RAIN FORESTS FOREVER, INC.

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A FLORIDA NONPROFIT CORPORATION

ARTICLE I.

Name

The name of this corporation is RAIN FORESTS FOREVER, INC. and the principal office is located at 125 N.E. First Avenue, Ocala, Florida 33470.

ARTICLE II.

Duration

The duration of this corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusively public purposes.

ARTICLE III.

Purposes

The primary purpose for which this corporation is organized is to study, research, and publish information about rain forests around the world, and their relationship and importance

to mankind and the citizens of the United States of America and other countries. In addition, the corporation will attempt to create jobs and opportunities for citizens in the countries containing rain forests, and areas in countries adjacent to rain forests, that will further and facilitate the preservation of the natural environment in general and rain forests in particular. Pursuant to these aims the corporation shall institute a continuous effort to solicit funds from all legal sources for these purposes. In addition, the corporation's purposes will include to preserve in perpetuity, by purchase or any other legal means, the rain forests of the world. The corporation shall seek information useful to medicine, biology, and general information useful to mankind of the life and relationships in the rain forests. Studies and dissemination resulting from such studies, will include the effect on the general environment, weather, economy of the countries in which the rain forests are located and on the world in general. The corporation may undertake the actions necessary to further this general purpose. The corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit. The purposes for which the corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

#### **ARTICLE IV.**

##### **Dedication of Assets**

All of the funds and other property of this corporation and any monies or other benefits from its operations shall be used solely for educational and charitable projects in furtherance of the purposes of the corporation. No dividends shall be paid and no part of the income or other funds of the corporation of any kind shall be used for the individual benefit of shareholders,

directors, officers, employees, or any other persons, except as reasonable compensation for services rendered to the corporation in carrying out one or more of its purposes or as reimbursement for expenses incurred in connection therewith.

The corporation shall not participate in or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the articles, the corporation shall not carry on any other activity or activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

#### **ARTICLE V.**

##### **Membership**

The corporation shall have one member which shall be Rain Forests Forever, Inc.

#### **ARTICLE VI.**

##### **Location of Initial Registered Office and Name of Initial Registered Agent**

The street address of the initial registered office of the corporation is 125 N.E. First Avenue, Ocala, Florida 34470.

The name of the initial registered agent at such address is Al J. Cone.

## ARTICLE VII.

### Initial Directors

There shall be three directors constituting the initial board of directors.

The name and address of each person who is to serve as an initial director, manager, or trustee is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Donald Perry	SJO Box 05216 Miami, FL 33102-5216
Al J. Cone	125 N. E. First Avenue Ocala, Florida 34470
Della D. Tuck	125 N.E. First Avenue Ocala, FL 34470

## ARTICLE VIII.

### Incorporator

The name and address of the incorporator of this corporation is Al J. Cone, 125 N.E. First Avenue, Florida.

## ARTICLE IX.

### Indemnification of Directors and Officers

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, or loss of judgment any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee or agent of the Corporation or any other corporation, partnership, joint

venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to, the best interests of the Corporation and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary

determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0285, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

## **ARTICLE X.**

### **Management of Corporate Affairs**

(a) Board of Directors: The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be eleven; provided, however, that such number may be changed by the

addition of directors by two-thirds vote of the directors. The board of directors shall consist of such persons as may be chosen from time to time by a majority of the members. Each director shall serve until his successor is named by the board of directors.

(b) Corporate Officers: The board of directors shall elect such officers as the bylaws of this corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the board of directors.

The undersigned, being the incorporator of this corporation, for the purpose of forming this nonprofit corporation under the Laws of the State of Florida has executed these articles of incorporation on the 15<sup>th</sup> day of December 1994.

Al J. Cone  
Al J. Cone



STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 13 day of December,  
1994, by AL J. CONE, who is personally known to me and who did take an oath.

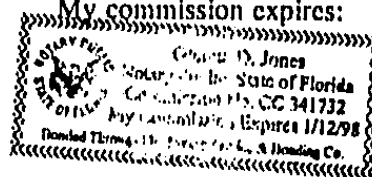
NOTARY PUBLIC:

Sign Blenda D. Jones

Print BLENDA D. JONES

State of Florida at Large

My commission expires:




**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 48.091 and 607.304, the following is submitted:

**RAIN FORESTS FOREVER, INC.**

desiring to organize as a corporation under the laws of the State of Florida, has designated 125 N.E. First Avenue, Ocala, FL 34470, and has named Al J. Cone, located at said address, as its initial Registered Agent.

  
\_\_\_\_\_  
Al J. Cone  
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.

  
\_\_\_\_\_  
Al J. Cone

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