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POOLE & CLEMENTS, P.A.
Attorneys at Law

WILLIAM (FRED) POOLE, IV
CORPORATE AND BUSINESS LAW

ROBERT G. CLEMENTS

April 24, 1995

644 West Colonial Drive
Orlando, Florida 32804
Telephone (407) 422-6662
Facsimile (407) 422-4128

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: Shelter to Endemic Wildlife, Appreciation, Recovery,
Discovery and Study, Inc.
New Corporation - Non-Profit

95 APR 25 PM 1:35
TALLAHASSEE FLORIDA

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above referenced corporation for filing. Our firm's check for \$ 122.50 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified copy of Charter	\$ 52.50
Certificate of Registered Agent	\$ 35.00
Total	\$ 122.50

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Upon acceptance of the charter and filing thereof by your office, please provide this firm with a certified copy of the corporate charter.

Thank you for your cooperation in this matter.

Sincerely,

April E. Ortiz

April E. Ortiz, Assistant to
POOLE & CLEMENTS, P.A.

/aao

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ARTICLES OF INCORPORATION
OF
FLORIDA NONPROFIT CORPORATION

ARTICLE I

CORPORATE NAME

The name of this corporation is SHELTER TO ENDEMIC WILDLIFE, APPRECIATION,
RECOVERY, DISCOVERY AND STUDY, INC, located at 5033 Clarcona Oaks Rd.
Orlando FL 323810

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized pursuant to the Florida Corporation Not
For Profit act as set forth in Section 617, Florida Statutes and said corporation shall have
all corporate powers as set forth in Florida Statutes 617.0302 and 617.0303.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

(a) For the advancement of charity, education, scientific and any other related or
corresponding charitable purposes by the distribution of its and/or providing of services for
or facilities for such purposes.

(b) To provide help and assistance to injured, sick, orphaned Florida Native
Wildlife providing sanctuary and veterinary treatment if when required to provide breeding
programs for Florida Native Wildlife and provide educational presentations and
opportunities for schools, churches, clubs at our facilities and to maintain suitable grounds,
properties and facilities to undertake and carry out these charitable activities. All of these
activities shall be focused on the preservation and conservation of the Florida Native
Wildlife and Environment.

(c) To operate exclusively in any other manner for such scientific, charitable and
educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three (3), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

The method of electing Directors may be appointed upon nomination of any Director or Officer of the Corporation and shall be elected upon said nominated person receiving a majority of votes of the Directors. Annual meetings of the Board of Directors shall be held during the month of January of each year at such places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

NAME

ADDRESS

Leslie R. Braun

5033 Clarcona Ocoee Road
Orlando, Florida 32810

Penny Parker	220 Hillside Drive Clermont, Florida 34711
Eric Pflaging	220 Hillside Drive Clermont, Florida 34711
Mary Eschbnch	P.O. Box 560216 Rockledge, Florida 32956

ARTICLE VI

EARNINGS AND ACTIVITIES OF CORPORATION

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempt to influence legislation, publishing or distribution of statements any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 1954 (or the corresponding provision of any future United State Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liability of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954

(or the corresponding provision of any future United States Internal Revenue Law), as the board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

The membership of this Corporation shall not have members unless it is determined by a vote of the Board of Directors that members of the Corporation would be advisable and is so the manner of their admission shall be regulated by the By-Laws as amended by the Board of Directors.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator for this corporation shall be:

William F. Poole, IV, P.A.

644 West Colonial Drive
Orlando, Florida 32804

ARTICLE X

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the Board of Directors, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XI

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 644 West Colonial Drive, Orlando, Florida 32804 and the name of its registered agent at said address shall be William F. Poole, IV, Esquire.

ARTICLE XIII

AMENDMENT TO ARTICLES

Amendment to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

The undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 20th day of April, 1995.


William F. Poole, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 14th day of April, 1995, by William F. Poole, IV, Esquire who is personally known to me.



APRIL ELIZABETH ORTIZ
My Commission CC437815
Expires Feb. 08, 1999
Bonded by HAI
800-422-1555


Notary Public - State of Florida

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this nonprofit corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



William F. Poole, IV, Esquire
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA