

N95000002476

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111 MATTHEW STREET, SUITE 200
P.O. BOX 100120
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227 SOUTH CALHOUN STREET
P.O. BOX 100120
TALLAHASSEE, FLORIDA 32301
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400 CLEVELAND STREET
P.O. BOX 100120
CLEARWATER, FLORIDA 34616
TEL: 441-0000 FAX: 441-0000

May 24, 1995

IN REPLY REFER TO:

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

HAND DELIVER

11000014500731
-05/25/95--01001-001
+++122.50 +++122.50

Re: The Chimp Farm, Inc. - Florida Corp. Not-For-Profit

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Incorporation for the referenced Corporation. Also enclosed is a check in the amount of \$122.50 for the following:

- | | |
|---------------------------------|----------|
| 1. Filing fees | \$ 35.00 |
| 2. Certified copy of Articles | \$ 52.50 |
| 3. Registered Agent Designation | \$ 35.00 |

Total \$122.50

Our messenger will wait, if convenient, or please call our office when the certified copy is ready to be picked up.

If you have any questions, please do not hesitate to call.

Sincerely,

Carolyn D. Olive
Carolyn D. Olive

CDO:ldv
Enclosures

cdoltr@sos-chim.p
CXXXX18.50560

Dmp
5/24/95

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAY 24 PM 4:09

FILED

ARTICLES OF INCORPORATION
OF

THE CHIMP FARM, INC.

A FLORIDA CORPORATION NOT FOR PROFIT

FILED

95 MAY 24 PM 4:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME AND ADDRESS

The name of this Corporation shall be: THE CHIMP FARM, INC..
The principal office of the Corporation is located at 4612
Alternate Highway 19 South, Tarpon Springs, Florida 34689, and the
mailing address is P. O. Box 727, Ozone, Florida 34660-0727.

ARTICLE II

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE III

CORPORATE PURPOSES

The Corporation shall be a nonprofit, nonsectarian
organization formed and operated exclusively for charitable and
educational purposes within the meaning of Section 501(c)(3) of the
Internal Revenue Code, which purposes shall include the prevention
of cruelty to animals, and shall include the acceptance from any
party, from time to time, of contributions and the deriving of
income to be used or applied exclusively for the purposes set forth
above. The Corporation shall not carry on any activities not
permitted to be carried on by a corporation exempt from federal
income tax pursuant to Section 501(c)(3) of the Internal Revenue

Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable. No part of the assets or the net earnings of the Corporation shall inure to the benefit of any officer, director, member, or any other person. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

During any period that the Corporation is a private foundation, as defined by Section 509(a) of the Internal Revenue Code, the Corporation shall:

- (1) distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942(a);
- (2) not engage or be involved in any act of self-dealing, as defined in Section 4941(d), so as to give rise to any liability for the tax imposed by Section 4941(a);
- (3) not retain any excess business holdings as defined in Section 4943(c), so as to give rise to any liability for the tax imposed by Section 4943(a);
- (4) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944(a); and
- (5) not make any taxable expenditures, as defined in Section 4945(d), so as to give rise to any liability imposed by Section 4945(a).

Unless otherwise indicated, as used in this Article III and hereinafter, all section references are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

ARTICLE IV

CORPORATE POWERS

The Corporation shall have and exercise all powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article III above.

ARTICLE V

CAPITAL STOCK

The Corporation shall not have capital stock.

ARTICLE VI

MEMBERS

The Corporation shall have no voting members. The Board of Directors may authorize the establishment of nonvoting membership from time to time. The designation of one or more classes of membership, the qualifications and rights of the members of each class, and the manner of their admission to membership shall be regulated by the Bylaws of the Corporation.

ARTICLE VII

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as

regulated by the Bylaws but shall consist of not fewer than three. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

The initial Board of Directors of the Corporation shall consist of three members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

Director

Address

ROBERT E. NOELL, SR.

P.O. Box 727
Ozona, FL 34660-0727

VELDA MAE DEDDO

P. O. Box 368
Tarpon Springs, FL 34689

DEBORAH ANNA RUTH FLETCHER

P. O. Box 2963
Homasassa Springs, FL 32647

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of at least two-thirds of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum

is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

ARTICLE IX

DISSOLUTION

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed for an exempt purpose to any organization which shall then be qualified for exemption under Section 501(c)(3) and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 as applicable, or to the federal government, or to a state or local government for a public purpose. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Registered Office of the Corporation, and the name of the Registered Agent at such address are as follows:

JAMES A. MARTIN, JR.
Macfarlane Ausley Ferguson & McMullen
400 Cleveland Street
Clearwater, FL 34615

ARTICLE XI

INCORPORATOR

The name and address of the incorporator of the Corporation are as follows:

ROBERT E. NOELL, SR.
4612 Alternate Highway 19 South
Tarpon Springs, FL 34689

IN WITNESS WHEREOF, I have executed these Articles of Incorporation of THE CHIMP FARM, INC., on this 18 day of May, 1995.

Robert E. Noell

ROBERT E. NOELL, SR., as
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18 day of May, 1995, by ROBERT E. NOELL, SR., as Incorporator of the Articles of Incorporation of THE CHIMP FARM, INC., a Florida corporation not-for-profit. He is personally known to me or has produced N/A [type of identification] as identification.

Kym N. Kidwell
Signature of Notary Public

Notary Stamp/Seal:

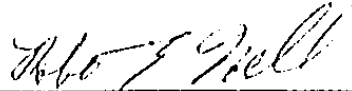
CDO\DOC\CHIMPPAR.001



FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR SERVICE OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
95 MAY 24 PM 4:09
TALLAHASSEE, FLORIDA

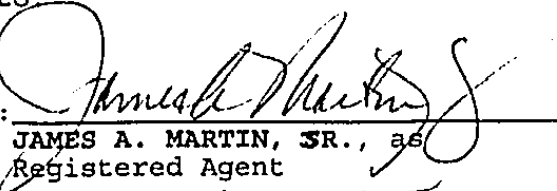
Pursuant to Sections 617.0501 and 48.091, Florida Statutes, THE CHIMP FARM, INC., desiring to organize under the laws of the State of Florida, has designated JAMES A. MARTIN, JR., whose street address is Macfarlane Ausley Ferguson & McMullen, 400 Cleveland Street, Clearwater, Florida 34615, as its agent to accept service of process within the State of Florida.



ROBERT E. NOELL, SR., as
Incorporator

Having been named by the above-referenced corporation as its registered agent to accept service of process at the location designated herein, JAMES A. MARTIN, JR. hereby accepts to act in this capacity, is familiar with and accepts the obligations of Section 617.0501, Florida Statutes, and agrees to comply with the laws of Florida applicable thereto.

By:



JAMES A. MARTIN, JR., as
Registered Agent

Date:

18 May 1945