

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

SAN RAFAEL SANCTUARY

FILED
95 JUN -7 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the founding incorporators, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, and do hereby certify that we have become such corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of the corporation is: SAN RAFAEL SANCTUARY, Incorporated.

ARTICLE II

The principal place of business, and mailing address of the SAN RAFAEL SANCTUARY, is 529 East Jennings Street, Tallahassee, Florida 32301, with the privilege of having branch offices at any other location.

ARTICLE III

The Corporation is organized for the purpose of providing, and encouraging compassion, non-violence, humane care, relief, and assistance for the benefit of the environment, humanity, wild animals, and the earth, through charitable relief programs, spiritual and religious guidance, education, and compassionate activities intended to directly inspire positive change, including the humane care and rehabilitation of sick, injured, and orphaned wild animals, and any other lawful business.

ARTICLE IV

The incorporators shall elect three directors initially. At the call of the majority of the directors, an organizational meeting shall be held to adopt by-laws, appoint officers or elect additional directors. The number of directors may be increased, but shall not be less than three. The names of the first three directors as appointed by the incorporators are, Mary Jane Mahoney Shaw, Dove Ernst, and J. Allan Dozier, DVM.

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE V

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors, with the exception of activities pertaining to the actual care and/or disposition of wild animals, which shall be governed solely by those directors who are qualified wildlife rehabilitators.

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors with the exception of bylaws pertaining to the governing of care and/or disposition of wild animals, which shall be adopted, altered, amended or repealed only by majority vote of those directors who are qualified wildlife rehabilitators.

ARTICLE VI

The name and address of the initial registered agent of this corporation is,

Mary Jane Mahoney Shaw
529 East Jennings Street
Tallahassee, Florida, 32301

ARTICLE VII

The names and addresses of the incorporators of SAN RAFAEL SANCTUARY, are as follows:

MARY JANE MAHONEY SHAW, Founder
529 East Jennings Street
Tallahassee, Florida 32301

DOVE ERNST
2302 Eisenhower
Tallahassee, Florida

CHARLES A. MAHONEY
3411 Briar Branch Trail
Tallahassee, Florida

MARY FRANCES MAHONEY
3411 Briar Branch Trail
Tallahassee, Florida

ARTICLE VIII

The officers of this Corporation must meet qualifications as set forth in the bylaws. Officers shall be selected from members of the board of directors, and shall include a President, Vice President, and Secretary/Treasurer, and other such officers as may be deemed necessary. All officers, agents, and factors, shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as prescribed by the by-laws. Any person may hold 2 or more offices.

ARTICLE IX

Individuals may qualify for admission into general non-voting membership, subject to final approval of the Board of Directors, by rendering to any Board member the sum of \$10.00 dollars. Children may qualify for admission into non-voting membership by rendering the sum of \$1.00 dollar. Senior citizens may qualify for admission into non-voting membership by rendering the sum of \$5.00 dollars.

Charter Members, Benefactors, and Trustees, as described in the by-laws, shall have voting rights as outlined in the by-laws, at annual elections, and in regular meetings in which proposed amendments to the articles of incorporation or by-laws, (subject to the limitations as set forth in Article V), are to be made. Such meetings shall be called by the board of directors, and notification of the meeting, along with the proposed amendment(s) shall be distributed in writing to all voting members of the Corporation ten days prior to the meeting.

The Board of Directors shall have sole authority to approve or deny admission into the Corporation based upon applicant's compatibility with the mission of SAN RAFAEL SANCTUARY. Renewal of membership, or the waiver of membership fee shall be made according to procedures outlined in the bylaws. Voting Membership shall not be transferrable.

ARTICLE X

The Corporation shall have perpetual existence. In the event of dissolution, distribution of residual assets of the Corporation will be to one or more organizations which themselves are compatible to the mission of SAN RAFAEL SANCTUARY, and are exempt as organizations under 501(c)(3) of the Internal Revenue Code.

ARTICLE XI

The Corporation shall reserve the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, and all rights and privileges conferred on any member of this corporation are granted subject to this reservation.

ARTICLE XII

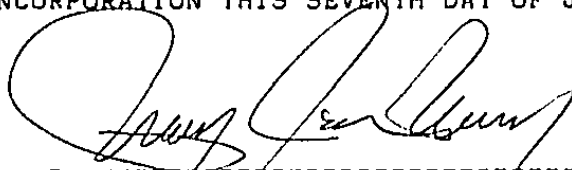
VOTING CHARTER MEMBERS OF SAN RAFAEL SANCTUARY

Mary Jane Mahoney Shaw
Dove Ernst
Mary F. Mahoney
Charles A. Mahoney
Susan Stratton
Kathleen Antelope
Diane Cossin McCain
Beverly Brewster
J. Allan Dozier, DVM

NON-VOTING CHARTER MEMBERS OF SAN RAFAEL SANCTUARY

Emily Patricia Shaw
John Charles Shaw

THE UNDERSIGNED INCORPORATOR
HAS EXECUTED THESE ARTICLES OF
INCORPORATION THIS SEVENTH DAY OF JUNE, 1995.



(REV.) MARY JANE MAHONEY SHAW
529 EAST JENNINGS STREET
TALLAHASSEE, FLORIDA 32301

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: SAN RAFAEL SANCTUARY,
(must include suffix)

INCORPORATED

2. The name and address of the registered agent and office is:

MARY JANE MANDNEY SHAW

(Name)

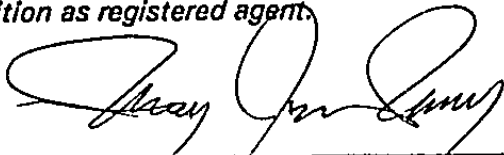
529 EAST JENNINGS STREET

(Street address - P. O. Box not acceptable)

TALLAHASSEE, FL 32301

(City/State/Zip)

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 this 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.



(Signature)

6-7-95

(Date)

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