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CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

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OFFICE USE ONLY

FILED
96 JAN -5 PM 1:03
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

1. The Lower Primate Conservation Foundation Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☒	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark

RECEIVED
96 JAN -5 AM 8:41
DIVISION OF CORPORATION

800001686603
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*****35.00 *****35.00

D. BROWN JAN 10 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

January 5, 1996

Please back date

CAPITOL SERVICES

SUBJECT: THE LOWER PRIMATE CONSERVATION FOUNDATION, INC.

We have received your document for THE LOWER PRIMATE CONSERVATION FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records show no entity by this name.

ANYTIME A CORPORATION CHANGES ITS' REGISTERED AGENT THE REGISTERED AGENT CHANGE FORM MUST BE COMPLETED.

PLEASE PROVIDE THIS OFFICE WITH A DOCUMENT NUMBER, SO THAT, WE MAY BE ABLE TO LOCATE THE ABOVE CORPORATION.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 096A00000644

RECEIVED
96 JAN 10 AM 10:52
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
for
THE LOWER PRIMATE CONSERVATION FOUNDATION, INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I--Name

The name of the corporation is: **THE LOWER PRIMATE CONSERVATION FOUNDATION, INC.** (hereinafter "the Foundation").

ARTICLE II--Principal place of business and mailing address

The activities of the Foundation are to be conducted in the State of Florida and such other places outside Florida as its Board of Directors shall determine from time to time. The street address of the Foundation's initial registered office is: 3414 South Fitch Avenue, Inverness, Florida 32652; and the name of the Foundation's initial registered agent at that office is: Penelope Bodry-Sanders. The principal place of business is the same as the registered office.

ARTICLE III--Purposes

The specific purposes for which the Foundation is organized are as follows: The Foundation is formed exclusively for charitable, scientific, and educational purposes within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor statute, as they may now exist or as hereafter amended (hereinafter "IRC §"), consisting of the following:

A. To establish and maintain a viable captive breeding colony of endangered prosimian (lower primate) species that are not well-represented in zoological parks or other captive breeding programs, but nonetheless require protection for their inherent value and their value to the larger picture of primate evolution and ecology, thereby preserving, promulgating, and contributing to the worldwide genetic pool of lemur species;

B. To serve the scientific community by making available its small cross-section of lemurs for behavioral research; and

C. To engage in such other related and other activities in furtherance of the purposes described in IRC §§ 170(c)(2)(B) and 501(c)(3) and the regulations thereunder, including the making of grants or other distributions, in amounts determined by the Board of Trustees of the Foundation, to organizations that qualify as exempt under IRC §501(a) as organizations described in IRC §501(c)(3) and the regulations thereunder.

ARTICLE IV--Corporate powers

The powers of the Foundation are as set forth in Section 617.0302, Florida Statutes, and subject to those provisions and to such limitations and conditions as are or may be prescribed by law, the Foundation, as a means of accomplishing the above purposes, may:

A. Accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of the objects and purposes of the

Foundation, any money or property, both real and personal, of whatever kind, nature, or description and wherever situated;

B. Sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Foundation may require, subject to such limitation as may be prescribed by law or in this Certificate of Incorporation of the Foundation;

C. Borrow money and to make, accept, endorse, execute, and issue promissory notes and other obligations for money borrowed or in payment for property acquired, or for any of the other purposes of the Foundation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Foundation, wherever situated, whether now owned or hereafter to be acquired;

D. Make payments in satisfaction of obligations and to acquire property as reasonable compensation for services rendered, as grants or other such distributions, and for any other matters consistent with the purposes of the Foundation;

E. Invest and reinvest its funds in such common or preferred stock, bonds, debentures, mortgages, or in such other securities and properties as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided that such limitations and conditions are not in conflict with the provisions of IRC §501(c)(3);

F. Acquire the assets of other non-profit corporations which are organized for similar charitable or educational purposes, whether by purchase, gift, merger, consolidation, or otherwise;

G. Carry on any activity and to deal with and expend any such property or income from it for any of the foregoing purposes, without limitation (except those imposed upon the use of such property by the donor); and

H. In general, and subject to such limitations and conditions as are or may be prescribed by law, have and exercise such other powers now or hereafter to be conferred by law upon a corporation organized for the purposes set forth above, or necessary or incidental to any or all of the purposes for which the Foundation is formed;

provided, however, that all such acts further the purposes of the Foundation as set forth herein.

ARTICLE V--Members

The Foundation shall not have members but shall be operated by the directors.

ARTICLE VI--Directors

The affairs of the Foundation shall be conducted by the Board of Directors of the Foundation consisting of not less than three (3) persons, as the by-laws of the Foundation prescribe from time to time.

ARTICLE VII--Manner of election of directors

The method for the election of the directors of the Foundation shall be stated in the by-laws of the Foundation.

ARTICLE VIII--Initial directors

The names and street addresses of the individuals who are to serve as the initial directors of the Foundation are as follows:

<u>Name</u>	<u>Address</u>
Penelope Bodry-Sanders	3414 South Fitch Avenue Inverness, Florida 32652
Mackarness Mowbray Goode	3414 South Fitch Avenue Inverness, Florida 32652
John Cochran	5236 Northwest 47th Lane Gainesville, Florida 32606

ARTICLE IX--By-laws

The Board of Directors of the Foundation shall have the power to make, alter, or repeal the by-laws of the Foundation.

ARTICLE X--Limitations

A. The Foundation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of IRC §§170(c)(2)(B) and 501(c)(3).

B. No part of the income or net earnings of the Foundation shall inure to the benefit of, or be distributable to, any

(1) director, trustee, or officer of the Foundation, or

(2) any private individual,

except that reasonable payments may be made as compensation for services rendered and as reimbursement of expenses incurred to, or on behalf of, the Foundation.

C. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except to the extent authorized by IRC §501(h)).

D. The Foundation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

E. No individual director, trustee, or officer of the Foundation or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation.

F. Notwithstanding any other provision herein, the Foundation shall not carry on any activities not permitted to be carried on by an organization (i) exempt from Federal income taxation under IRC §501(a) as an organization described in IRC §501(c)(3), and (ii) contributions to which are deductible under §§170(c)(2), 2055(a)(2), and 2522(a).

G. The Foundation shall have no authority to issue capital stock.

ARTICLE XI--Dissolution

The eventual dissolution or other termination of the Foundation, whether voluntary or involuntary, shall be subject to the following provisions. The remaining assets of the Foundation, after the payment or provision for the payment of all debts and necessary expenses, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors of the Foundation may determine, or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to one or more organizations (i) which then qualify for exemption under the provisions of IRC §501(a) as an organization or organizations described in IRC §501(c)(3) and the regulations thereunder, and (ii) contributions to which are deductible under IRC §170(c)(2) and the regulations thereunder. Any such assets not so distributed shall be disposed of by any court with jurisdiction in the county in which the principal office of the Foundation is then located, exclusively in such manner as in the judgment of such court will best accomplish the general purposes for which the Foundation was organized.

ARTICLE XII--Incorporator

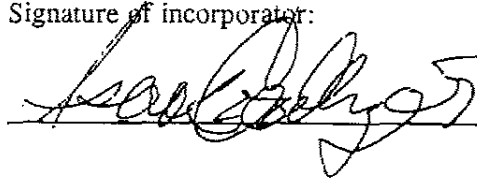
The name and address of the sole incorporator of the Foundation is as follows:

Name
Isaac Godinger

Address
165 West Twenty-Third Street
New York, NY 10011

The undersigned incorporator has executed these Articles of Incorporation this 3rd day of January, 1996.

Signature of incorporator:



Isaac Godinger