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FRANK A. RUBINO, ESQ. P.A.

1400 TERREMARK CENTRE
2601 SOUTH BAYSHORE DRIVE
COCONUT GROVE, FLORIDA 33133

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March 31, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32317

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Re: *Articles of Incorporation for
Friends of King, Inc.*

Dear Sir,

Enclosed please find the original and one copy of the articles of incorporation regarding Friends of King, Inc.

Also enclosed please find a check in the amount of \$122.50 to cover the filing fee and a certified copy.

If there is anything further you require, please do not hesitate to contact me.

Thanking you in advance, I remain.

Yours truly,



Frank A. Rubino, Esquire

98 APR -3 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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Enc.
KING.3

me 4/8/98

**ARTICLES OF INCORPORATION
OF
FRIENDS OF KING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator hereby makes, subscribes, acknowledges, and files with the Department of State these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with Chapter 617 of the Florida Statutes.

ARTICLE I - NAME

The name of this corporation shall be **FRIENDS OF KING, INC.**, and the principal place of business shall be:

2601 South Bayshore Drive
Suite 1400
Coconut Grove, FL 33133

ARTICLE II - GENERAL NATURE OF THE CORPORATION

The corporation is organized exclusively for educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

1) The incorporators, being concerned for the welfare of non-human primates most especially the Low Land Gorilla "King" form the corporation for the following purpose:

- o To enhance the welfare of non-human primates especially the Low Land Gorilla King with the focus being the well-being of King and the survival of endangered primate species and their habitats with special emphasis on King the gorilla.

- To further the understanding and appreciation of non-human primates, of human evolution and culture, and of the links (evolutionary, ecological and behavioral) between humankind and non-human primates with emphasis on King the gorilla.

In furtherance of its goals, the corporation will undertake, support, and promote conservation, research, training, public education and various other efforts all directed to and centered around the Low Land Gorilla King. The specific activities in which the corporation might engage include but are not limited to the following:

- The building of a proper jungle like open habitat for King the gorilla;
- Management of captive non-human primate populations and their environments;
- Development of management techniques, including those which improve the well-being and the reproductive effectiveness of captive non-human primates especially King the gorilla;
- Development and operation of programs that train and inform students and specialists, especially those which foster exchange and cooperation among members of different disciplines including academicians, researchers, and animal caretakers, trainers, and veterinarians in zoos, laboratories, and the field with emphasis on King the gorilla;
- Study of King the gorilla's behavior and evolution;
- Development and operation of education and entertainment programs that generate public awareness, concern, and involvement with emphasis on King the gorilla;

- o Development and operation of facilities for King, the Low Land Gorilla.

2) Notwithstanding anything herein to the contrary, the general purposes and the actions of the corporation shall be limited as set forth below:

- (a) No substantial portion of the activities of the corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation (except as permitted pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986), nor shall the corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.
- (b) The corporation is not organized, nor shall the business of the corporation be conducted, for pecuniary profit, and no part of the corporations's funds, however acquired, shall inure to the benefit of, or be distributed to its Directors, or other individuals, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- (c) The corporation shall not carry on any activities not permitted to be carried on i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or ii) by a corporation, contributions to which are deductible under Sections 170(c)(2) 2055 or 2522 of the Internal Revenue Code of 1986.

- (d) The corporation
 - i) shall distribute its net income for each taxable year at such time and in such a manner so as to not subject the corporation to a tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, and
 - ii) shall not
 - 1) engage in any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986;
 - 2) retain any "excess business holdings" as defined in Section 4943(c) of the Internal Revenue Code of 1986;
 - 3) make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1986, or
 - 4) make any "taxable expenditures" as defined in Section 4945(d) of the Internal Revenue Code of 1986.

ARTICLE III

The corporation shall have no voting members, but may have one or more classes of non-voting members if the Board of Directors shall so determine. The qualifications for membership shall be established in the By-Laws.

ARTICLE IV

The number constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve initially are:

<u>NAME</u>	<u>ADDRESS</u>
Frank A. Rubino	2601 So. Bayshore Drive Suite 1400 Coconut Grove, FL 33133
Ann M. Rubino	2601 So. Bayshore Drive Suite 1400 Coconut Grove, FL 33133
Cristina Machin	2601 So. Bayshore Drive Suite 1400 Coconut Grove, FL 33133

The Board of Directors is hereby authorized and empowered to make and adopt By-Laws suitable and proper for the regulation and operation of the internal affairs of the corporation, which By-Laws shall prescribe the number and term of Directors. The number of Directors may be increased or decreased from time to time by amendment to the By-Laws, provided, however, the number of Directors shall not be less than three (3). The Board of Directors shall be a self-perpetuating Board and shall choose its successors in office.

ARTICLE V

This corporation is organized on a non-stock basis.

ARTICLE VI

In the event of the dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the corporation's debts shall be distributed, as the Board of Directors shall determine, to one or more organizations, (a) which are exempt from federal income tax under Section 501(c)(3) of the

Internal Revenue Code of 1986, and (b) to which contributions are deductible under Section 170(c)(1) or 170(c)(2) of the Internal Revenue Code of 1986. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located to such organizations as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Frank A. Rubino	2601 So. Bayshore Drive Suite 1400 Coconut Grove, FL 33133
Ann M. Rubino	2601 So. Bayshore Drive Suite 1400 Coconut Grove, FL 33133
Cristina Machin	2601 So. Bayshore Drive Suite 1400 Coconut Grove, FL 33133

ARTICLE VIII

SECTION A. INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. The provisions of this Article VIII shall be in the nature of a contract between the corporation and each of its directors and officers made in consideration of such person's continued service to the corporation. The protection afforded to each director and officer by the provisions of this Article VIII shall survive such person's term of office. This Article may not be repealed, nor may the benefits to the directors and officers afforded hereby be diminished, except as to the liability

accruing in respect of acts or omissions occurring after the date of such repeal or modification.

2. The corporation shall hold harmless and indemnify each director and officer to the fullest extent authorized or permitted by the provisions of Section 617.0285 of the Florida Not For Profit Corporation Act, (which Section, in its entirety, is hereinafter referred to as the "State Statute") or any other or additional statutory provisions which are hereafter adopted authorizing or permitting such indemnification.
3. The corporation may purchase and maintain for the benefit of each director and officer, as named insured or additional insured, a policy or policies of commercial general liability insurance (covering claims arising out of death, illness or injury or arising out of property loss or damage) and directors' and officers' liability insurance (covering claims arising out of wrongful acts or omissions) in respect of liabilities asserted against and/or incurred by its directors or officers in either such capacity or otherwise in the performance of their services for the corporation. In the event the corporation does not purchase and maintain such insurance, it shall indemnify each director and officer and hold such person harmless to the fullest extent of the coverage which would have been provided by such insurance.
4. In addition to the foregoing, and subject only to the exclusions set forth in Subsection 5 of this Section A, the corporation shall, to the fullest extent authorized or permitted by the provisions of Subsection 7 of the State Statute, hold harmless and indemnify each director and officer:

- a) against any and all expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such director or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the corporation) to which such director or officer is, was or at any time becomes a party, or is threatened to be made a party, by reason of the fact that such director or officer of the corporation, or is or was serving or at any time serves at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; and
 - b) otherwise to the fullest extent as may be provided to such director or officer by the corporation under the non-exclusivity provisions of the State Statute.
5. No indemnity pursuant to Subsection 4 of this Section A shall be paid by the corporation:
- a) except to the extent the aggregate of losses to be indemnified thereunder exceeds the amount of such losses for which the director or officer is indemnified either pursuant to Subsections 2 or 3 of this Section A or pursuant to any insurance of the type referred to in Subsection 3 of this Section A purchased and maintained by the corporation;
 - b) in respect to any amounts paid to such director or officer if it shall be determined by a final decision of a Court having

jurisdiction in the matter that such amounts were in violation of law;

- c) on account of such director's or officer's conduct which is finally adjudged by a Court having jurisdiction in the matter to have been knowingly fraudulent, deliberately dishonest or willful misconduct; or
 - d) if a final decision by a Court having jurisdiction in the matter shall determine that such indemnification is not lawful.
6. All agreements and obligations of the corporation contained in this Article VIII shall continue during the period the director or officer is a director or officer of the corporation (or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise) and shall continue thereafter so long as the director or officer shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal or investigative, by reason of the fact that such person was the director or officer of the corporation or serving in any other capacity referred to in this Article VIII.
7. The corporation will pay all reasonable expenses of the director or officer incurred in defending any civil or criminal action, suit or proceeding against such person, provided such person shall have agreed to reimburse the corporation if and to the extent that it shall be ultimately determined that such person is not entitled to be indemnified by the corporation for such expenses.

SECTION A. INDEMNIFICATION OF EMPLOYEES AND AGENTS

1. The corporation may, by majority vote of the directors, hold harmless and indemnify all, some or none of the employees and agents of the corporation.
2. If the corporation provides protection as authorized in Subsection 1 of this Section B, it may provide such person or persons the same full and complete protection afforded to directors and officers under Section A of this Article VIII or it may provide such lesser or more limited protection, the corporation being under no obligation to provide the same or equivalent protection to any one employee or agent as may be provided to another.
3. If any indemnification protection is to be provided under this Section B, it may be provided either by contract or by law, and in the latter case may be repealed without consent of the indemnitee.

ARTICLE IX

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

FRIENDS OF KING, INC.

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

Frank A. Rubino, Esquire
2601 So. Bayshore Drive
Suite 1400
Coconut Grove, FL 33133

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

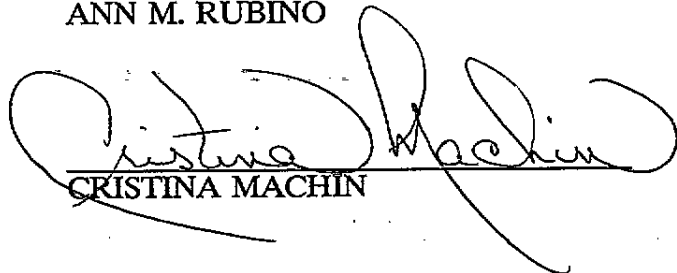

FRANK A. RUBINO, ESQUIRE

DATE: April 1, 1998

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 7th day of April, 1998.


FRANK A. RUBINO, ESQUIRE

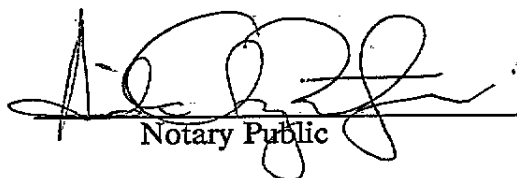

ANN M. RUBINO


CRISTINA MACHIN

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98 APR -3 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

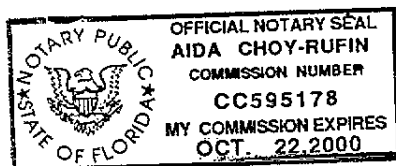
STATE OF FLORIDA)
)ss.
COUNTY OF MIAMI DADE)

The foregoing instrument was acknowledged and sworn to before me this 7th day of April, 1998 by FRANK A. RUBINO, ANN M. RUBINO and CRISTINA MACHIN, of Friends of King, Inc.



Notary Public

My Commission Expires:



KING.2/icm