



THE UNITED STATES
CORPORATION
COMPANY

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REFERENCE : 877194 4355221

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 1, 1998

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ORDER NO. : 877194-005

CUSTOMER NO: 4355221

CUSTOMER: Bradley W. Rossway, Esq
COLLINS BROWN CALDWELL BARKETT
ROSSWAY GARAVAGLIA & MOORE
756 Beach Boulevard

Vero Beach, FL 32963

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DOMESTIC FILING

NAME: GAME CONSERVANCY USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
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DIVISION OF INCORPORATION

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ARTICLES OF INCORPORATION

OF

GAME CONSERVANCY USA, INC.

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**ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of this corporation is Game Conservancy USA, Inc. The principal office of this corporation is 190 Camelia Court North, Vero Beach, Florida 32963. The mailing address of this corporation is 190 Camelia Court North, Vero Beach, Florida 32963.

**ARTICLE II
CORPORATE NATURE**

This is a nonprofit corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes, as stated now and hereinafter as amended.

**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 education and any other related or corresponding charitable or educational purposes by the distribution of its funds for such purposes.

B. For the purposes of supporting game conservation activities.

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

(a) To raise funds in the United States of America for the support of activities that promote, encourage, aid and advance research, education, training and implementation of beneficial

programs, for increased knowledge pertaining to the care, breeding, habitat, feed, management, health care, ecology and conservation game resources and to support other domestic or foreign charitable organizations that also promote, encourage, aid and advance research, education, training and implementation of beneficial programs, for increased knowledge pertaining to the care, breeding, habitat, feed, management, health care, ecology and conservation game resources;

(b) To raise funds in the United States of America for the support of such of the activities of The Game Conservancy, Burgate manor, Fordingbridge, Hampshire SP 6 1EF, United Kingdom, as this corporation may determine from time to time to be worthy and deserving of support, The Game Conservancy being an established nonprofit conservation organization registered as a Charitable Trust (Registered Charity No. 279968) since 1980, and approved by the Inland Revenue of the United Kingdom as having Charitable status;

(c) To promote, encourage, aid and advance research, education, training and implementation of beneficial programs, in all branches of knowledge pertaining to the care, breeding, habitat, feed, management, health care, ecology, and conservation of game resources;

(d) To administer, invest and re-invest funds of this corporation in such manner through such organizations and instrumentalities as the Board of Trustees may from time to time determine;

(e) To assist The Game Conservancy in stimulating interest for its projects and purposes in the United States of America and to disseminate information concerning same;

(f) To assist in the formation of local chapters in the furtherance of the general purposes of this corporation;

(g) To promote the exchange of ideas and scientific data between game conservation, habitat and management personnel in the United States of America and the United Kingdom, including the funding of attendances at and participations in meetings, conferences and on-sight project operations in those countries as well as in others; and

(h) To do all things permitted by law which may be necessary or proper for the fulfillment of the purposes of the corporation including , without limitation, (i) reimbursing, defraying or paying reasonable costs and expenses of organizing this corporation, and of commencing and conducting the operations for which it is formed, and (ii) compensating persons, firms and corporations engaged from time to time to provide goods, services, consultation, and/or advice to or for this corporation. It is provided, however, that none of the above corporate purposes, expressed or implied, shall be construed to authorize this corporation to conduct activities for pecuniary profit or financial gain, or to carry on propaganda, or to attempt to influence legislation.

ARTICLE V
AUTHORIZED MEMBERSHIP CERTIFICATES

- A. This corporation shall be authorized to issue 100,000 membership certificates.
- B. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such shares are restricted as to their sale or purchase the membership certificates shall bear a legend stating that such certificates are restricted in the manner described in the Bylaws or any agreement between the members, and that a copy of such bylaws or agreement shall be provided to all members.
- C. Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

ARTICLE VI
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 initially established at twenty-nine (29), provided however, that such number may be changed by a Bylaw duly adopted by the members, however, in no event shall the number ever be less than three (3) nor more than fifty (50).

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.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at Vero Beach, Florida on March 15th of each year at the corporate offices, or at such other place or 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 Bylaws 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:

<u>Name</u>	<u>Address</u>
Earle K. Angstadt, Jr.	190 Camelia Court N., Vero Beach, FL 32963
Jack M. Bass, Jr.	190 Camelia Court N., Vero Beach, FL 32963
David Berger, Esq.	190 Camelia Court N., Vero Beach, FL 32963
D. Dixon Boardman	190 Camelia Court N., Vero Beach, FL 32963
Norman E. Christianson	190 Camelia Court N., Vero Beach, FL 32963
Kevin E. Church, Ph.D	190 Camelia Court N., Vero Beach, FL 32963
Edward Foster Conklin, M.D.	190 Camelia Court N., Vero Beach, FL 32963
Edward W. Cook	190 Camelia Court N., Vero Beach, FL 32963
Joseph F. Cullman, 3rd	190 Camelia Court N., Vero Beach, FL 32963
Rutherford C. Deas	190 Camelia Court N., Vero Beach, FL 32963
J. Pepe Fanjul	190 Camelia Court N., Vero Beach, FL 32963
Thomas H. Friedkin	190 Camelia Court N., Vero Beach, FL 32963
F. Warrington Gillet, Jr.	190 Camelia Court N., Vero Beach, FL 32963
Charles R. Godchaux	190 Camelia Court N., Vero Beach, FL 32963
Frederic C. Hamilton	190 Camelia Court N., Vero Beach, FL 32963
Robin Hurt	190 Camelia Court N., Vero Beach, FL 32963
Dolores G. LaVigne	190 Camelia Court N., Vero Beach, FL 32963
Bernard Z. Lee	190 Camelia Court N., Vero Beach, FL 32963
Thomas M. Leland, M.D., Ph.D	190 Camelia Court N., Vero Beach, FL 32963
Michael V. Maina	190 Camelia Court N., Vero Beach, FL 32963
Frank A. Miller	190 Camelia Court N., Vero Beach, FL 32963
Roger Mitchell	190 Camelia Court N., Vero Beach, FL 32963
William Edwards Murray, Esq.	190 Camelia Court N., Vero Beach, FL 32963
Col. John Pershing	190 Camelia Court N., Vero Beach, FL 32963
Arturo-Peralta Ramos	190 Camelia Court N., Vero Beach, FL 32963
Anton H. Rice, III	190 Camelia Court N., Vero Beach, FL 32963
Edward L. Shugrue, III	190 Camelia Court N., Vero Beach, FL 32963
The Dowager Countess Sondes	190 Camelia Court N., Vero Beach, FL 32963
A. Alfred Taubman	190 Camelia Court N., Vero Beach, FL 32963
H. Wayne Unger, Jr., Esq.	190 Camelia Court N., Vero Beach, FL 32963
Richard Van Oss	190 Camelia Court N., Vero Beach, FL 32963
The Hon. Jacques L. Wiener, Jr.	190 Camelia Court N., Vero Beach, FL 32963
Mrs. Cornelius Vanderbilt Whitney	190 Camelia Court N., Vero Beach, FL 32963
Charles Williams	190 Camelia Court N., Vero Beach, FL 32963

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the

following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President: F. Warrington Gillet, Jr.	190 Camelia Court N. Vero Beach, Florida 32963
Secretary: William Edwards Murray, Esq.	190 Camelia Court N. Vero Beach, Florida 32963

ARTICLE VII 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 distributions 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 attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the 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 States 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 VIII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities 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 IX MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

Any member applying to membership of the corporation during the first year of its existence shall be named and designated as a charter member of the organization.

ARTICLE X SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
George F. Morris, Executive Director	190 Camelia Court North Vero Beach, Florida 32963

ARTICLE XI AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, Florida Chapter 617, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XII DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational and 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 XIII REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be Collins, Brown, Caldwell, Barkett, Rossway, Garavaglia & Moore, Chartered, 756 Beachland Boulevard, Vero Beach, Florida 32963 and the name of its registered agent at said address shall be Bradley W. Rossway, Esq.

**ARTICLE XIV
AMENDMENT OF ARTICLES**

Amendments 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 Bylaws of this corporation.

I, the undersigned, being the Subscriber and 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 30 day of June, 1998.

WITNESSED BY:

Kimberley A. O'Meara

George F. Morris
George F. Morris
Subscriber

Bradley W. Rossway

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.

Bradley W. Rossway
Bradley W. Rossway, Esq.
Registered Agent