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April 30, 1999

Division of Corporations
Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -3 AM 8:27

Re: CENTER FOR BIRDS OF PREY FOUNDATION, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced Corporation. Also enclosed is our firm check in the amount of \$70.00 for the filing fees.

Please return the copy with the filing information stamped thereon in the envelope provided.

If you have any questions regarding this matter, please do not hesitate to contact this office.

Sincerely,

KENNETH B. WHEELER, LL.M. TAX, P.A.

Richard D. Baxter
Richard D. Baxter, Esq.

/vlp
Enclosures

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J. F. Johnson MAY 10 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
CENTER FOR BIRDS OF PREY FOUNDATION, INC.

99 MAY -3 AM 8:27

The undersigned, a natural person competent to contract, desiring to form a corporation not for profit pursuant to the provisions of Chapter 617, Florida Statutes, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:

CENTER FOR BIRDS OF PREY FOUNDATION, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is: 6222 Brookhill Circle, Orlando, FL 32810.

ARTICLE III
PURPOSES

This Corporation is organized and shall be operated exclusively for education, scientific and charitable purposes and for the prevention of cruelty to animals within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Internal Revenue Code").

The objectives and purposes for which this Corporation is formed include:

To provide funds and support for the Audubon Center For Birds of Prey;

To preserve and protect hawks, owls, falcons, eagles, kites, vultures, kestrels, ospreys, and other birds or prey, as well as their habitats, through rehabilitation, conservation and education of the general public;

To promote and preserve the natural environment of the earth by saving birds of prey as such birds are essential to the environment and the natural food chain and act as barometers to the health of our planet;

To provide for the treatment and care of injured, ill and orphaned raptors with the goal of releasing them back to the environment and of creating a home in captivity for those birds that cannot be safely released to the environment, where such birds can be used to educate the general public;

To promote a stewardship ethic towards Florida Birds of prey through medical rehabilitation, interactive education and medical research;

To educate the public on the plight of birds in the wild today; and

To engage in other activities and programs in furtherance of the foregoing purposes and to promote the welfare of wild birds and of the environment, in general.

ARTICLE IV POWERS

This Corporation shall have and may exercise any and all of the powers conferred upon corporations not for profit by or pursuant to Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, as the same may hereafter be amended.

This Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation described in Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation described in Section 170(c)(2) of the Internal Revenue Code.

ARTICLE V EFFECTIVE DATE AND TERM OF EXISTENCE

The effective date of this Corporation is and the date on which its existence begins is May 1, 1999. This Corporation shall have perpetual existence.

ARTICLE VI BOARD OF TRUSTEES

Except as otherwise provided by or in accordance with the Bylaws, the business and affairs of this Corporation shall be managed by its Board of Trustees. The initial Board of Trustees shall consist of three (3) members. The names and addresses of the members of the first Board of Trustees are:

Randall Stack 6222 Brookhill Circle
Orlando, FL 32810

Paula Stack 6222 Brookhill Circle
Orlando, FL 32810

Theresa Collins

394 Gregory Drive North
Casselberry, FL 32707

The members of the First Board of Trustees (who shall also be members of this Corporation) shall hold office until their respective successors are elected and qualified as provided in the Bylaws of this Corporation. The number of Trustees of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Trustees until that number is changed by or in accordance with the Bylaws of this Corporation, but shall never be less than three (3).

The manner and method of the election of the members of the Board of Trustees of this Corporation shall be set forth in the Bylaws.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of this Corporation is: 6222 Brookhill Circle, Orlando, FL 32810. The name of the initial Registered Agent of this Corporation at that address is Randall Stack.

ARTICLE VIII
INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Randall Stack and his street address is 6222 Brookhill Circle, Orlando, FL 32810.

ARTICLE IX
MEMBERS

The classes of and qualifications for members of the Corporation and the manner of their admission and termination shall be regulated by the Bylaws of the Corporation.

ARTICLE X
BYLAWS

The Board Of Trustees shall adopt Bylaws consistent with these Articles of Incorporation. The Bylaws may be altered, rescinded or added to, or new Bylaws may be adopted as provided in the Bylaws.

ARTICLE XI
DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to the purposes of the Corporation and no part of the net income or assets of the Corporation shall ever inure to the benefit of any trustee, director, officer or member thereof, or to the benefit of any private individual. Upon the dissolution of this Corporation, all assets remaining on hand, after the payment of and/or making provision for the debts, expenses and liabilities of the Corporation, shall be distributed to any organization as shall be selected by the Board of Trustees of this Corporation and which is described in Section 501(c)(3) of the Internal Revenue Code, or in the similar provisions of any future Federal revenue law.

The private property of the incorporator, trustees, officers or members of this Corporation shall not be subject to payment of the Corporation's debts in any event or to any extent whatsoever.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming this corporation not for profit under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 30th day of April, 1999.



Randall Stack, Incorporator

CENTER FOR BIRDS OF PREY FOUNDATION, INC.
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

The undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

1. The name of the Corporation is:

CENTER FOR BIRDS OF PREY FOUNDATION, INC.

2. The name and address of the Registered Agent and Registered Office of the Corporation is: Randall Stack, 6222 Brookhill Circle, Orlando, FL 32810.

CENTER FOR BIRDS OF PREY FOUNDATION, INC

By:



Randall Stack, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named the Registered Agent of CENTER FOR BIRDS OF PREY FOUNDATION, INC., 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, including Florida Statutes Section 617.0503, and I am familiar with and accept the obligations of my position as Registered Agent.



Randall Stack, Registered Agent

Dated: April 30, 1999