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FLORIDA PROFIT CORPORATION OR P.A.

Cerro Osa Foundation, Inc.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CERRO OSA FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is Cerro Osa Foundation, Inc. and its principal office and mailing address is 619 South Main Street, Gainesville, Florida 32601.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on the date of filing with the Florida Secretary of State,

ARTICLE III

General Nature of Business

The corporation is being formed for the purpose of preserving and protecting rainforests by investing in minimal-impact development and generating the funds for self-sustaining land preservation and reforestation. In furtherance of the foregoing purpose, the corporation may transact any lawful business for which corporations may be incorporated under Florida law.

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ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 1,000 shares of common stock, no par value. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be Bank of America Plaza, Suite 3000, 101 East Kennedy Boulevard, Tampa, Florida 33602-5884, and the initial registered agent of the corporation at such address is David M. Jeffries.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

Name

Address

Dorie S. Gude

Bank of America Plaza, Suite 3000
101 East Kennedy Boulevard
Tampa, Florida 33602-5884

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ARTICLE VII

Governance

Pursuant to the authority granted to the shareholders of the corporation under §607.0732(1), Florida Statutes, the shareholders have agreed the corporation shall be governed by a Board of Trustees, who will have the authority granted to them in the corporation's by-laws.

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Trustees, as prescribed by the by-laws of the corporation.

ARTICLE IX

Indemnification

If in the judgment of a majority of the entire Board of Trustees, (excluding from such majority any Trustee under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any Trustee, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 12th day of May, 2005.


Dorie S. Gude, Incorporator

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**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, Cerro Osa Foundation, Inc., desiring to organize under the laws of the State of Florida, hereby designates David M. Jeffries, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates Bank of America Plaza, Suite 3000, 101 East Kennedy Boulevard, Tampa, Florida 33602-5584, the business office of its Registered Agent, as its Registered Office.

Cerro Osa Foundation, Inc.

By: Dorie S. Gude
Dorie S. Gude, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

David M. Jeffries
David M. Jeffries, Registered Agent

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