

ARTICLES OF INCORPORATION

OF

SHY WOLF SANCTUARY, EDUCATION AND EXPERIENCE CENTER, INC.

FILED
01 JAN 19 AM 10:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **SHY WOLF SANCTUARY, EDUCATION AND EXPERIENCE CENTER, INC.**, (hereinafter "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3 - PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Second hereof. No substantial part of the activities of the Corporation shall be 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 or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.



SPIEGEL & UTRERA, P.A.

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ARTICLE 4 - OFFICERS

The Directors shall be elected by a majority vote of the (Members of this Corporation.) The officers of the Corporation shall be:

President: Nancy J. Smith
Secretary: Nancy J. Smith
Treasurer: Nancy J. Smith

ARTICLE 5 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1161 27th Street Southwest, Naples, Florida 34117 and the mailing address is the same.

ARTICLE 6 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 7 - DIRECTORS

The Directors of the Corporation shall be:

Michael Kloman —
~~Pam Rinehart~~ —
George K. Smith

ARTICLE 8 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 9 - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.



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ARTICLE 10 - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE 11 - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 12 - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 16 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the



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case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 17 - DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



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ARTICLE I

OFFICES

The principal office of the corporation shall be established and maintained as designated in the Articles of Incorporation. The Corporation may also have offices at such places within or without the State of Florida as the Board of Directors may from time to time establish.

ARTICLE II

PURPOSES

1. The purposes for which the Corporation is formed are those set forth in its Articles of Incorporation, as from time to time amended. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted under the Not-for-Profit Corporation Laws of the State of Florida. The Corporation shall not participate in 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.

2. The Corporation may lease, and, by gift, devise, or purchase, own and operate real estate for the Corporate purposes; and the Corporation may also solicit donations and accept money or personal property in aid of its purposes and to maintain the same.

ARTICLE III

BASIC POLICIES

The following are basic policies of the Corporation:

1. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.
2. The name of the Corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purposes of the Corporation. 3 ✓
3. The Corporation may cooperate with other organizations and agencies concerned with child welfare but persons representing the Corporation in such matters shall make no commitments that bind the Corporation.

ARTICLE IV

MEMBERSHIP AND DUES

1. Any individual who subscribes to the purposes and basic policies of the Corporation may become a member of the Corporation subject only to compliance with the provisions of the Articles of Incorporation and the Bylaws. Members, ip in the Corporation shall be available without regard to race, color, creed, or national origin.

2. The Corporation shall conduct an annual enrollment of members but persons may become members at any time.

3. Only members in good standing with the Corporation shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.

4. If the Board of Directors requires, each member of the Corporation shall pay annual dues to the Corporation in an amount determined by the Corporation's Board Directors from time to time.

ARTICLE V

OFFICERS AND THEIR ELECTION

1. Officers.

1.1 The officers of the Corporation shall consist of a President, Vice-President(s), a Secretary, and a Treasurer.

1.2 Officers shall be elected annually by vote of the Directors of the Corporation on the first non-legal holiday, Monday of the anniversary month of the Incorporation of the Corporation. However, if there is but one nominee for any office, it shall be in order to move that the Secretary cast the elective ballot of the Corporation for the nominee.

1.3 Officers shall assume their official duties following the close of the Annual Meeting and shall serve for a term of one year and until the election and qualification of their successors.

1.4 A person shall not be eligible to serve more than two consecutive terms in the same office unless approved in advance by the Board of Directors.

2. Election.

2.1 There shall be a nominating committee composed of three members, one of whom shall be selected by the Board of Directors from its body, and two of whom shall be elected by the Corporation at a regular meeting at least one month prior to the election. The person receiving the highest number of votes cast by the Directors of the Corporation shall serve as Chairperson.

2.2 The nominating committee shall nominate one eligible person for each office to be filled and report its nominees at the regular meeting one month before the election at which time additional nominations may be made from the floor.

2.3 Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

3. Vacancy. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the executive committee, notice of such election having been given. In case a vacancy occurs in the office of President, the Vice President shall serve notice of the election.

ARTICLE VI

DUTIES OF OFFICERS

1. The President shall preside at all meetings of the Corporation and of the Board of Directors at which the President may be present; shall perform such other duties as may be prescribed in these Bylaws or assigned to the President by the Corporation or by the Board of Directors and shall coordinate the work of the officers and committees of the Corporation in order that the purpose of said duty may be promoted.

2. The Vice President shall act as aide to the President and shall perform the duties of the President in the absence or disability of that officer to act.

3. The Secretary shall record the minutes of all meetings of the Corporation and of the Board of Directors and shall perform such other duties as may be delegated to him/*her*

4. The Treasurer shall have custody of all of the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Corporation, Board of Directors, or a special committee. The Treasurer shall present a financial statement at every meeting of the Corporation and at other times when requested by the Board of Directors and shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of account and records as to conform to the requirements of the Bylaws.

The Treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than three members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditing committee shall be appointed by the Board of Directors at least two weeks before the annual meeting.

5. All officers' shall:

5.1 Perform the duties prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time.

5.2 Deliver to their successors all official material not later than ten days following the election of their successors.

ARTICLE VII

BOARD OF DIRECTORS

1. The Board of Directors may consist of the officers of the Corporation and the Chairperson of the Standing Committees, and representatives appointed by the members of the Corporation. Each director shall be at least eighteen years of age. The Chairperson(s) of the Standing Committees shall be selected by the officers of the Corporation. The members of the Board of Directors shall serve until the election and qualification of their successors.

2. The duties of the Board of Directors shall be

2.1 to transact necessary business in the intervals between meetings of the Corporation and such other business as may be referred to it by the Corporation;

2.2 to create standing committees;

2.3 to approve the plans of work of the standing committees;

2.4 to present a report at the regular meetings of the Corporation;

2.5 to appoint an auditor or an auditing committee at least two weeks before the annual meeting to audit the Treasurer's accounts;

2.6 to prepare and submit to the Corporation for approval a budget for the fiscal year; and

2.7 to approve routine bills within the limits of the budget.

3. Regular meetings of the Board of Directors shall be held quarterly, the time to be fixed by the Board at its first meeting of the year. A majority of the Board of Directors shall constitute a quorum. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board upon five days written notice.

3.1 Each Director shall be entitled to one vote at each meeting of the Directors and upon each proposal, matter or motion.

3.2 All proposals, matters or motions presented at the Board of Directors meeting shall be decided by majority vote of the Directors present at said meeting.

ARTICLE VIII

MEETINGS OF MEMBERS

1. Regular meetings of the Corporation shall be held on the first Monday, which is not a legal holiday, of each January, April, July, and September at the principal office of the Corporation at 10 o'clock a.m. unless otherwise provided by the Corporation or by the Board of Director. Ten days' notice shall be given of change of date.

2. The annual meeting shall be the first Monday, which is not a legal holiday, of the anniversary month of the Incorporation of the Corporation.

3. A majority of the members shall constitute a quorum for the transaction of business in any meeting of the Corporation.

4. Each member shall be entitled to one vote at each meeting of the members and upon each proposal, matter or motion.

5. All proposals, matters or motion presented at a meeting of members shall be decided by a majority vote of the members present at said meeting.

ARTICLE IX

STANDING AND SPECIAL COMMITTEES

1. The Board of Directors may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. The term of each Chairperson shall be one year and until the election and qualification of his successor.

2. The Chairperson of each standing committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

3. The power to form special committees and appoint their members rests with the Corporation.

4. The President shall be a member ex officio of all committees except the nominating committee.

ARTICLE X

SEAL

The Seal of the Corporation shall be as more particularly shown in the following impression:

ARTICLE XI

AMENDMENTS

These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any regular or special meeting of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this JAN 19 2001.

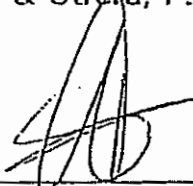


Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Spiegel & Utrera, P.A.

By: 

Natalia Utrera, Vice President

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