

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AUDUBON SOCIETY OF THE EVERGLADES, INC.**

Doc #: 710524

These Amended and Restated Articles of Incorporation of Audubon Society Of The Everglades, Inc., a Florida not for profit corporation (the “Corporation”), dated as of November 10, 2020, are being duly executed and filed by Cathy Hanson, its Secretary, to amend and restate the Corporation’s original Articles of Incorporation which were filed on March 15, 1966. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

**ARTICLE I
Name and Address**

The name of this Corporation shall be amended and changed to: AUDUBON EVERGLADES, INC. The principal office and mailing address of this Corporation shall be: 732 Muirfield Circle, Atlantis, FL 33462.

**ARTICLE II
Term of Existence**

The date when corporate existence shall commence shall be the date of the filing of the original articles of incorporation of the Corporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

**ARTICLE III
Purposes**

The Corporation was and shall continue to be organized and shall be operated exclusively for educational and charitable purposes in accordance with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the “Code”), including but not limited to:

- (a) promoting an understanding of and interest in birds, wildlife and the environment that supports it; and
- (b) furthering the cause of conservation of all natural resources.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings of the Corporation shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

ARTICLE IV
Directors

The election, appointment and number of directors of the Corporation shall be specified in the bylaws of the Corporation, which number may be increased or decreased from time to time in the bylaws, provided that the Corporation shall always have at least three (3) directors.

ARTICLE V
Officers

The officers, their duties and their qualifications shall be as specified in the bylaws of the Corporation.

ARTICLE VI
Members

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE VII
Registered Office and Agent

The street address of the registered office of the Corporation is 4017 NW 24th Terrace, Boca Raton, FL 33431, and the name of its registered agent at such address is Louann Dillon.

ARTICLE VIII
Bylaws

The power to alter, amend or repeal the bylaws of the Corporation or adopt new bylaws shall be vested in the board of directors of the Corporation in the manner provided by law.

ARTICLE IX
Amendment

These restated and amended articles of incorporation may be amended and/or restated by the board of directors of the Corporation in the manner provided by law.

ARTICLE X
Dissolution

Upon a dissolution of the Corporation, the board of directors, after providing for the payment of all obligations of the Corporation, shall distribute the remaining assets for such public purpose as the board of directors shall determine will best assure the continued, effective use of such assets for educational and conservation purposes similar to those of the Corporation prior to its dissolution, to entities that are within the meaning of Section 501(c)(3) of the Code, and in compliance with the requirements of applicable Florida law.

ARTICLE XI
Limitations

The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Audubon Society of the Everglades, Inc. (1) were approved and recommended by a resolution of the board of directors adopted on September 22, 2020, and (2) by the members at a duly noticed meeting held on November 10, 2020, at which the number of votes cast by the members for such amendments was sufficient for approval.

Dated this ____ day of November, 2020.

Audubon Society of the Everglades, Inc.

By: _____
Name: Cathy Hanson
Title: Secretary