

## ARTICLES OF INCORPORATION

OF

### AMAZON CENTER FOR ENVIRONMENTAL EDUCATION AND RESEARCH FOUNDATION an Alabama Non-Profit Corporation

The undersigned, acting as incorporator of a corporation under the Alabama Non-Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Amazon Center for Environmental Education and Research Foundation.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: exclusively for charitable, 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 of 1954, as amended, and the operation of a charitable, educational and scientific organization organized pursuant to Section 501(c)(3) of the Internal Revenue Code which will exist to conserve, preserve and educate citizens on the environment, with emphasis on the importance to the preservation of health and well-being in the United States and throughout the world by virtue of preserving the Amazon rain forests and further assist and educate regarding its preservation, including educational and research grants to members of the scientific community in addition to any other lawful purposes under the Alabama Code if such purposes further a charitable purpose under Section 501(c)(3) of the Internal Revenue Code.

FOURTH: 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 Third hereof. 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. 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).

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600 N 20th St STE 400  
Birmingham AL 35203

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.

FIFTH: The address of the initial registered office of the corporation is 10 Environs Park, Helena, Alabama 35080, and the name of its initial registered agent at such address is Richard Ryel.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is six (6), and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Richard Ryel	10 Environs Park Helena, Alabama 35080
Richard Mills	10 Environs Park Helena, Alabama 35080
James Peavy	10 Environs Park Helena, Alabama 35080
Peter Jenson	Box 446 Iquitos, Peru, South America
Michael Doolittle	32 Amy Road Falls Village, CT 06031
Illar Muul	P. O. Box 920 Harpers Ferry, West Virginia 25425

SEVENTH: The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Richard Ryel	10 Environs Park Helena, Alabama 35080

EIGHTH: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of 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, educational, 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 the Circuit Court 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.

NINTH: The corporation may exercise all powers given to it under the Alabama Nonprofit Corporation Act provided such powers are in furtherance of the purposes of this corporation. Notwithstanding the above, no loans shall be made by the corporation to a director or officer.

TENTH: The corporation shall not have members, and voting control of the corporation is vested in the Board of Directors. The number of directors may be changed by an amendment to the By-laws, provided, however, that the number of directors shall not be less than three (3). Successor directors will be selected by the remaining directors in accordance with the By-laws. Directors terms are staggered as set forth in the By-laws.

IN WITNESS WHEREOF, we have hereunder subscribed our names  
this 6<sup>th</sup> day of June, 1991.

  
\_\_\_\_\_  
RICHARD RYEL  
Incorporator

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# State of Alabama

Shelby

## County

### CERTIFICATE OF Non-Profit Corporation

OF

Amazon Center for Environmental Education & Research Foundation

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Non-Profit Corporation of Amazon Center for Environmental Education & Research Foundation, signed and verified pursuant to the provisions of Section Non-Profit of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Non-Profit of Amazon Center For Environmental Education & Research Foundation, and attaches hereto a duplicate original of the Articles of Non-Profit Corporation.

GIVEN Under My Hand and Official Seal on this the 6th day of June, 19 91.

BY CO.

1991 JUN -6 PM 12:02

*Thomas A. Snowden, Jr.*  
JUDGE OF PROBATE      Judge of Probate

