

**ARTICLES OF INCORPORATION OF THE  
DIAMONDBACK TERRAPIN WORKING GROUP, INC.**

1. *Name.* The name of the Corporation shall be the Diamondback Terrapin Working Group, Inc.

2. *Purposes.* The purposes for which this Corporation is organized are as follows:

(a) To promote the conservation of the diamondback terrapin, the preservation of intact, wild terrapin populations and their associated ecosystems throughout their range. The Diamondback Terrapin Working Group is committed to and supports research, management, conservation, and education efforts with the above goals in mind.

(b) To solicit and receive funds, gifts, endowments, donations, devises, and bequests.

(c) To exercise all the powers enumerated in Section 617.0302-617.0303, Florida Statutes, as they now exist or are subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers hereinabove enumerated which are not in derogation of the laws of the State of Florida. This Corporation is organized exclusively for public purposes as a not-for-profit corporation, and its activities shall be conducted for such purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer, or individual. In addition, the Corporation shall be authorized to exercise all of the powers permitted nonprofit corporations under Chapter 617, Florida Statutes.

(d) The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

(e) Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

3. *Membership.* The Corporation may have one or more classes of memberships. The Board of Directors shall designate the class or classes of memberships and the qualifications and rights of members of each class.

4. *Term.* The existence of the Corporation shall commence upon the filing of these Articles of Incorporation with the Florida Department of State. The Corporation shall have perpetual existence.

5. *Incorporators.* The name and address of each of the Incorporators are as follows:

Joseph A. Butler, Ph.D.

2883 Dickie Court  
Jacksonville, FL 32216

Mary B. Hollinger

3227 Holland Cliffs Road  
Huntingtown, MD 20639

Brian K. Mealey

16531 SW 81st Avenue

Palmetto Bay, FL 33157

Willem M. Roosenburg, Ph.D.

14567 McDaniel Road  
Amesville, OH 45711

6. *Officers.* The officers of the Corporation shall consist of two (2) Co-Chairs, a Secretary, Treasurer, and such other officers as may be provided for in the Bylaws of the Corporation. The powers, duties, terms of office, and manner of election of the officers shall be as set forth in the Bylaws of the Corporation.

7. *Directors.* The affairs of the Corporation shall be managed by its Board of Directors. There shall be no less than three (3) Directors. The number of Directors, and their powers, duties, and terms of office shall be as set forth in the Bylaws of the Corporation. The Directors shall be elected by the members of the Corporation.

8. *Bylaws.* The Board of Directors shall adopt the initial Bylaws. Proposals to amend these Bylaws, in whole or in part, may be brought forward at any time by the Board of Directors or submitted to the Board in writing by any active member(s) of the Corporation. The Bylaws can be amended by a majority of all votes cast by active members when polled by written ballot. Approved changes shall take effect immediately unless otherwise noted on the ballot.

9. *Amendments.* Proposals to amend these Articles of Incorporation, in whole or in part, may be brought forward at any time by the Board of Directors or submitted to the Board in writing by any active member(s) of the Corporation. The Articles of Incorporation can be amended by a majority of all votes cast by the Board of Directors when polled by written ballot. Approved changes shall take effect immediately unless otherwise noted on the ballot.

10. *Principal Office and Mailing Address.* The initial principal office of the Corporation shall be 2883 Dickie Court, Jacksonville, FL 32216, and its initial mailing address shall be 2883 Dickie Court, Jacksonville, FL 32216.

11. *Registered Office and Registered Agent.* The initial Registered Office within the State of Florida and the initial Registered Agent of the Corporation at that address shall be: Joseph A. Butler, Ph.D., 2883 Dickie Court, Jacksonville, FL 32216. By his signature below, said Registered Agent accepts the obligations provided in Section 607.0505 of the Florida Statutes.

12. *Limitations.* No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 above.

13. *Dissolution.* Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of its assets to one or more organizations then an exempt organization within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions 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 an organization or organizations, as said court shall determine, which are organized and operate exclusively for such purposes.

The undersigned, being the Incorporators hereinbefore named, for the purpose of forming a nonprofit corporation under Chapter 617 of the Florida Statutes, hereby make, subscribe, acknowledge,

and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

Dated **insert date here**.

\_\_\_\_\_  
Joseph A. Butler, Ph.D., Incorporator

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Mary B. Hollinger, Incorporator

\_\_\_\_\_  
Brian K. Mealey, Incorporator

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Willem M. Roosenburg, Ph.D., Incorporator

Acceptance of Initial Registered Agent:

I hereby certify that I am familiar with and accept the duties and responsibilities of Registered Agent for the Diamondback Terrapin Working Group.

Dated **insert date here**.

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Joseph A. Butler, Ph.D.

Draft dated 19 December 2005