

## **ARTICLES OF INCORPORATION VIRGINIA NONSTOCK CORPORATION**

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, states as follows:

**First:** The name of the corporation is SAVE THE FROGS!

**Second:** The corporation is to have no members.

**Third:** Existing directors will appoint the subsequent directors.

**Fourth:** The name of the corporation's initial registered agent is Dr. Kerry M. Kriger, an individual who is a resident of Virginia and an initial director of the corporation.

**Fifth:** The corporation's initial registered office address, which is identical to the business office of the initial registered agent, is 10995 Poplar Ford Trail, Manassas, VA 20109. The registered office is physically located in the county of Prince William.

**Sixth:** The initial directors are:

Dr. Kerry M. Kriger 10995 Poplar Ford Trail, Manassas, VA 20109

David C. Speiser 200 E. 94<sup>th</sup> St. Apt. 901 New York, NY, 10128

Shannon T. Curtis 9439 Black Hawk Court, Manassas Park, VA 20111

Jason Ayres 2233 SE Nehalem St., Portland, OR 97202

Dr. Jean-Marc Hero Griffith University, Centre for Innovative Conservation Strategies,  
PMB 50 Gold Coast Mail Centre, QLD, Australia 9222

**Seventh:** SAVE THE FROGS! is dedicated to protecting the world's amphibian species and the ecosystems on which they depend. SAVE THE FROGS! will conduct and fund scientific research that directly benefits amphibian conservation, and will engage in educational activities aimed at increasing the public's awareness of environmental issues, to ensure that amphibian conservation becomes – and remains – a top priority for current and future generations. SAVE THE FROGS! endeavors to become the world's leading amphibian conservation organization: a primary contributor to scientific research; a major source of amphibian conservation grants to students, postdoctorate fellows, and academics; and the principal source of amphibian information and education available to the public.

**Eighth:** In desiring to form a Non-Profit Corporation under the Nonprofit Corporation Law of Virginia, Kerry M. Kriger (the incorporator and signatory of these Articles of Incorporation) hereby declares that SAVE THE FROGS! is organized exclusively for charitable, educational, and scientific purposes within the meaning of the section 501(c)(3) Internal Revenue Code, or the corresponding sections of any future federal tax code, including, for such purposes, the

making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) and exempt from taxation under section 501(a) of the Internal Revenue Code.

**Ninth:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 in Article Eighth 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.

**Tenth:** Upon the 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 a public purpose. Any such assets not so disposed of shall be disposed of by a 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.

In witness whereof, I have hereunto subscribed my name this 30<sup>th</sup> day of April 2008.

Name and signature of the incorporator: Dr. Kerry M. Kriger \_\_\_\_\_

Phone number: 703-754-8952