

705106

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(Address)

(Address)

(City/State/Zip/Phone #)

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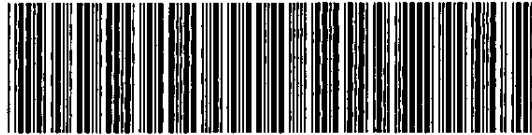
(Business Entity Name)

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PC

*Amend
&
Restated
Articles*

[Signature]

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2010 FEB 18 PM 4:06

FILED

01/28/10

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Peggy Adams Animal Rescue League of the Palm Beaches

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Heidi Nielsen

(Name of Contact Person)

Peggy Adams Animal Rescue League of the Palm Beaches, Inc.

(Firm/ Company)

3200 North Military Trail

(Address)

West Palm Beach, FL 33409

(City/ State and Zip Code)

info@hspsb.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Heidi Nielsen

(Name of Contact Person)

at (561) 472-8810

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 28, 2010

HEIDI NIELSEN
PEGGY ADAMS ANIMAL RESCUE LEAGUE OF THE
3200 NORTH MILITARY TRAIL
WEST PALM BEACH, FL 33409

SUBJECT: PEGGY ADAMS ANIMAL RESCUE LEAGUE OF THE PALM
BEACHES, INCORPORATED
Ref. Number: 705106

We have received your document for PEGGY ADAMS ANIMAL RESCUE
LEAGUE OF THE PALM BEACHES, INCORPORATED and check(s) totaling
\$35.00. However, the enclosed document has not been filed and is being
returned to you for the following reason(s):

The name of the entity must be identical throughout the document.

Our records indicate the current name of the entity is as it appears on the
enclosed computer printout. Please correct the name throughout the document.

Please return your document, along with a copy of this letter, within 60 days or
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

Letter Number: 710A00002378

RECEIVED

2010 FEB 18 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

FILED
2010 FEB 18 PM 4:06
SECRETARY OF STATE
PALM BEACHES, FLORIDA

Peggy Adams Animal Rescue League of the Palm Beaches, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

705106

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Louis Auslander

New Registered Office Address:

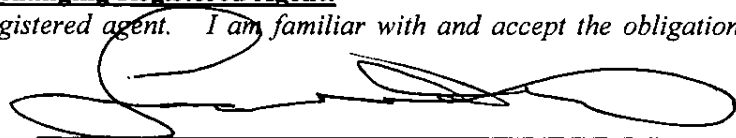
3200 N military Trail
(Florida street address)

West Palm Beach
(City)

Florida 33409
(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
 (Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
 (attach additional sheets, if necessary). (Be specific)

Article IV: The Mission of the Peggy Adams Animal Rescue League of the Palm Beaches, ^{Incorporated} ~~Inc.~~ is to provide shelter to lost, homeless and unwanted animals, to furnish medical and other services for the care of companion animals, to care for, protect, and find quality homes for homeless and neglected companion animals, to advocate animal welfare, community involvement and education to further the bond between people and animals, for the mutual benefit of both.

Article VI: Members was amended to reflect the updated membership categories to include Life Members, Patron Members, Honorary Members, Family Members, Senior Citizen (65+) Members, Director's Circle and President's Circle Members. Previously individual or statutory entities could be members. This was changed to individuals who subscribe.

Article VIII: The maximum number of directors was increased from 18 to 20.

*Amended And Restated Articles
Attached*

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PEGGY ADAMS ANIMAL RESCUE LEAGUE OF THE PALM BEACHES, INCORPORATED**

The Peggy Adams Animal Rescue League of the Palm Beaches, Incorporated, a Florida not-for-profit corporation, after approval by its members, makes these Amended and Restated Articles of Incorporation.

ARTICLE I

Name

The name of this corporation shall be PEGGY ADAMS ANIMAL RESCUE LEAGUE OF THE PALM BEACHES, INCORPORATED ("League") and its principal office and mailing address is 3200 North Military Trail, West Palm Beach, Palm Beach County, Florida 33409.

ARTICLE II

Duration

The period of duration of this not-for-profit corporation shall be perpetual.

ARTICLE III

Registered Agents and Registered Office

The Registered Agent of the League is Louis Auslander, located at the Registered Office of the corporation at 3200 North Military Trail, West Palm Beach, Palm Beach County, Florida 33409.

ARTICLE IV

Purposes

The Mission of the Peggy Adams Animal Rescue League of the Palm Beaches, Incorporated is to provide shelter to lost, homeless and unwanted animals, to furnish medical and other services for the care of companion animals, to care for, protect, and find quality homes for homeless and neglected companion animals, to advocate animal welfare, community involvement and education to further the bond between people and animals, for the mutual benefit of both.

ARTICLE V

Prohibited Activities

No part of the net earnings of the League shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the League 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 IV hereof. No substantial part of the activities of the League shall be the carrying on of propaganda; or otherwise attempting to influence legislation, and the League 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. Accordingly, the League shall not (a) contact or urge the public to contact members of a legislative body for the purpose of proposing, supporting, or opposing legislation, or (b) advocate the adoption or rejection of legislation.

The term "legislation" includes action by the Congress, by any state legislature, by any local council or similar governing body, or by the public in a referendum, initiative, constitutional amendment, or similar procedure; provided, however, that the League may advocate as an insubstantial part of its activities the adoption or rejection of legislation.

Notwithstanding any other provision of these Articles, the League shall not carry on any 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).

ARTICLE VI

Members

Individuals who subscribe to the purposes of the League and who pay, unless exempt, annual dues may become and maintain membership in the League. Members shall be admitted as determined by the Board of Directors and shall pay annual dues as determined by the Board of Directors. The Board of Directors shall also establish membership criteria for:

- Life Members
- Patron Members
- Honorary Members
- Family Members
- Senior Citizen (65+)
- Individual Member
- Director's Circle
- President's Circle

Any member whose required dues are not paid thirty days prior to the annual meeting shall be removed from the membership rolls and shall not be entitled to vote. Honorary Members shall be exempt from payment of annual dues.

ARTICLE VII

Officers

Section 1. Number of Officers. The Board of Directors shall elect by a majority vote a Chairperson, a Vice-Chairperson, a President, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer, who shall be members of the Board of Directors. Each officer shall serve for a term of one (1) year, or until his successor is elected and qualified. The Chairperson and Vice-Chairperson may not be the same person. The Board of Directors may from time to time appoint such other officers or agents as it may deem necessary. The officers shall have such authority and duties as provided in the By-Laws.

Section 2. Executive Director. The authority and duties of the Executive Director, who shall be appointed by the Board of Directors, shall be as provided in the By-Laws. The Executive Director may also serve as President.

ARTICLE VIII

Directors

Section 1. Elections and Terms of Directors. The Board of Directors of the League shall consist of not less than twelve (12) nor more than eighteen (20) members who shall be elected by the members. Only members in good standing may be elected. At least four (4) Directors shall be elected for three (3) year periods annually. The Directors shall be chosen by a majority vote of members voting either in person or by proxy at the annual meeting or at a special meeting called for the purposes of electing Directors.

Section 2. Vacancies. All vacancies occurring in the Board of Directors, Executive Committee, or among the officers shall be filled by a majority vote of the Board of Directors at any regular meeting, or special meeting called for that purpose, for the unexpired term or terms.

Section 3. Meetings, Notice, Etc. The procedures for meetings, notices of meetings, order of business and other matters relative to the role of Directors in the operation of the League shall be as provided in the By-Laws.

ARTICLE IX

Committees

Section 1. Executive Committee. There shall be an Executive Committee of the Board of Directors consisting of the Chairperson, the Vice-Chairperson, the President and two (2) members of the Board of Directors, and one (1) alternate, elected by said Board who shall serve during the pleasure of said Board. The Chairperson, or in his or her absence, the Vice-Chairperson, shall chair meetings of the Executive Committee. Three (3) members of said Executive Committee shall constitute a quorum for the transaction of business. Vacancies in the Executive Committee shall be filled by majority vote of members of the Board of Directors who are not members of the Executive Committee. Executive Committee meetings may be conducted on the telephone.

Section 2. Powers and Duties of Executive Committee. The Executive Committee shall have and exercise all of the powers of the Board of Directors when the Board is not in session. It shall keep a record of all its proceedings and report the same at the next regular meeting of the Board of Directors for its information, but Executive Committee action shall be final when taken unless it commits more than \$500,000.00 of League assets or involves a commitment of more than one (1) year in duration.

Section 3. Meetings of the Executive Committee. The Executive Committee shall meet whenever necessary at such time and place as may be designated and at the call of the Chairperson of the Board of Directors or of the Vice-Chairperson. Minutes of the Executive Committee shall always be open to the inspection of any member of the Board of Directors.

Section 4. Other Committees. The League shall also have such standing and other committees as provided in the By-Laws. The powers and duties of other committees shall be as provided in the By-Laws.

ARTICLE X

Indemnification

To the extent permitted by law, the League shall indemnify and hold harmless each person who shall serve as director or officer, including the Executive Director, of the League of, from and against any and all claims, liabilities, costs, expenses and reasonable attorneys' fees which such person shall or may become subject to by reason of having heretofore or hereafter served in such capacity or by reason of any action alleged to have been heretofore or hereafter taken or omitted by such person in such capacity, which indemnification provided for herein shall not be deemed exclusive of any other rights or privileges to which persons so indemnified may be entitled under any by-law, agreement or otherwise, both as to action in his or her official capacity and as to action in another capacity, while holding such office, and shall continue as to a person who has ceased to serve in such capacity or any former service and shall inure to the benefit of the heirs, personal representatives, executors, and administrators of such a person, except that no such person shall be indemnified against or reimbursed for any sum, cost, expense or attorneys' fees incurred in connection with any claim or

liability which shall be finally adjudged to have arisen out of his or her own gross or willful negligence or misconduct. Directors and officers, including the Executive Director, shall be fully protected under this By-Law when taking any action or making any payment or refusing to do so in reliance upon the advice of legal counsel.

ARTICLE XI

By-Laws

The By-Laws of the League may be made, altered or rescinded by the Board of Directors at any meeting called for that purpose provided all members of such Board are notified of said meeting and any proposed amendment at least ten (10) days before said meeting; provided, however, that the By-Laws may provide that certain provisions therein may only be amended by the members.

ARTICLE XII

Amendments

These Articles of Incorporation may be repealed, altered or amended by resolution of a majority of those members voting at any members' meeting called for the purpose of amending these Articles, provided notice has been given and a quorum is present as provided in the By-Laws.

ARTICLE XIII

Dissolution

Upon the dissolution of the League, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the League, dispose of all of the assets of the League exclusively for the purposes of the League 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 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 Palm Beach County exclusively for such purposes or to such organization or organizations as said Court shall determine are so qualified and are organized and operated exclusively for such purposes.

ARTICLE XIV

Effective Date and Repeal of Prior Articles

These Amended and Restated Articles of Incorporation were adopted by the number of voting members sufficient for approval, a quorum being present, at the Annual Meeting of Members held April 08, 2008, and are effective on the date of filing with the Secretary of State of the State of Florida. All prior Articles of Incorporation of Peggy Adams Animal Rescue League of the Palm Beaches, Incorporated are repealed.

IN WITNESS WHEREOF, we have hereunto set our hands and seals to these Amended and Restated Articles of Incorporation this 08th day of April, 2008.

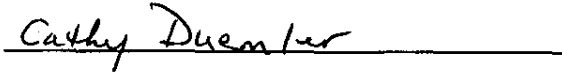
PEGGY ADAMS ANIMAL RESCUE LEAGUE
OF THE PALM BEACHES, INCORPORATED

By 

Louis Auslander, Chairperson

ATTEST:



 Secretary

The date of each amendment(s) adoption: April 08, 2008
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated January 18 2010

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Louis Auslander
(Typed or printed name of person signing)

Chairman of the Board
(Title of person signing)