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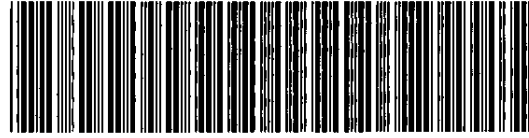
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DIVISION OF CORPORATIONS
11 MAY 25 PM 1:00

Amend
@ 5/31/11

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, Incorporated

(Firm/ Company)

3200 North Military Trail

(Address)

West Palm Beach, FL 33409

(City/ State and Zip Code)

info@hspb.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

**Articles of Amendment
to
Articles of Incorporation
of**

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

(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)

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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: _____

New Registered Office Address: _____
(Florida street address)

_____, Florida _____
(City) (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

PEGGY ADAMS ANIMAL RESCUE LEAGUE OF THE PALM BEACHES, INCORPORATED

ARTICLES OF INCORPORATION

AMENDED AND RESTATED 2011

The Peggy Adams Animal Rescue League of the Palm Beaches, Incorporated, a Florida not-for-profit corporation, in accordance with §§617.1002, 617.1006 and 617.1007 of the Florida Statutes 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 (the "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 David L. Miller, 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 purposes of the League are set forth in its mission statement: 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 provide spay and neuter and other medical services for companion animals, and 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.

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, if any, 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**

The corporation shall not have members.

ARTICLE VII **Officers**

The type and number of officers shall be determined by the Board of Directors from time to time.

ARTICLE VIII **Directors**

The affairs of the corporation shall be managed by a Board of Directors of not less than nine (9) members. The number of Directors of the Corporation and method of election shall be set out more specifically in the Bylaws.

ARTICLE IX **Committees**

The type and number of committees, if any, shall be determined by the Board of Directors from time to time and shall be set forth 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.

ARTICLE XII Amendments

These Articles of Incorporation may be repealed, altered or amended by resolution of a majority of the Board of Directors-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 proposed by the Board of Directors in accordance with §617.1002 and §617.1007 of the Florida Statutes and approved by

vote of a majority of the members, a quorum being present, at a an appropriately called meeting held April 21 2011, 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 21st day of April, 2011.

PEGGY ADAMS ANIMAL RESCUE LEAGUE
OF THE PALM BEACHES, INCORPORATED

By Lesly S. Smith
Lesly Smith, Chairperson

The date of each amendment(s) adoption: April 21, 2011
(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 April 28, 2011

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)

David L. Miller

(Typed or printed name of person signing)

Executive Director

(Title of person signing)