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CLERK OF STATE
TALLAHASSEE, FLORIDA

03 MAY 30 PM 1:57

FILED



PEGGY ADAMS ANIMAL RESCUE LEAGUE OF THE PALM BEACHES, INC.

Palm Beach County Humane Society

3200 North Military Trail • West Palm Beach, Fla. 33409
561/686-DOME (686-3663) • Fax 561/686-0940
E-mail: animals@bellsouth.net
Web Site: <http://community.gopbi.com/arl>

"We speak for those that cannot speak for themselves"

May 23, 2003

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

RE: Amendment to Articles of Incorporation

To Whom It May Concern:

Enclosed please find the following:

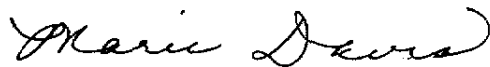
1. Check in the amount of \$43.75 which includes \$35.00 for filing fee for articles of amendment and \$8.75 for a certified copy of the amendment.
2. Articles of Amendment to Articles of Incorporation of Peggy Adams Animal Rescue League of the Palm Beaches, Inc., adopted April 21, 2003, signed by Chairman, Board of Directors.
3. Amended and Restated Articles of Incorporation of Peggy Adams Animal Rescue League of the Palm Beaches, Inc., adopted April 21, 2003, signed by the Chairperson, Secretary and Registered Agent.
4. 2003 Member Amendments to Articles of Incorporation and By-Laws of Peggy Adams Animal Rescue League of the Palm Beaches, Incorporated, passed and approved on April 21, 2003, signed by the Secretary.
5. Amendment to the By-Laws of Peggy Adams Animal Rescue League of the Palm Beaches, Incorporated, approved by the Board of Directors on May 5, 2003, signed by the Secretary.

PLEASE REMEMBER THE LEAGUE IN YOUR WILL

6. Peggy Adams Animal Rescue League of the Palm Beaches, Inc. By-Laws, passed and approved on April 21, 2003, signed by the Secretary.

If you have any questions, please do not hesitate to call me at (561) 686-9208.
Thank you.

Sincerely,

A handwritten signature in cursive script, appearing to read "Marie Hope-Davis".

Marie Hope-Davis
Executive Director

MHD:sf

Enclosures as noted

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

FILED
03 MAY 30 PM 1:57
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Adopted April 21, 2003

The Peggy Adams Animal Rescue League of the Palm Beaches, ^{Incorporated}, a Florida not-for-profit corporation, after approval by its members, by the votes necessary for passage at the Annual Meeting of Members held April 21, 2003, 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 non-for-profit corporation shall be perpetual.

ARTICLE III

Registered Agent and Registered Office

The Registered Agent of the League is Marie Davis, 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 to provide effective means for the prevention of cruelty to companion animals for the enforcement of all laws enacted for the protection of companion 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, and to provide educational programs and community services for the mutual benefit of companion animals and people.

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 or statutory entities who or which 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
Junior Members
Corporate Members
Family Members

Sustaining Members

All members except Junior Members present at the annual or a special meeting of the members, in person or by proxy, may vote on matters submitted to the members.

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 offices of Chairperson, Vice Chairperson, and President may not be held by 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 (18) 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 purpose 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 Chairman, two (2) members of the Board of Directors, and one (1) alternate member of the Board of Directors who shall be elected by said Board and who shall serve during the pleasure of said Board. The Chairperson, or in his or her absence, the Vice Chairman, 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 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 Chairman. 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 provision 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 of 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 21, 2003, and are to be 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, Inc., 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, 2003.

PEGGY ADAMS ANIMAL RESCUE LEAGUE
OF THE PALM BEACHES, INCORPORATED

By Mary Jane Davis
Mary Jane Davis, Chairperson

ATTEST:

J.L. BAILEY, Secretary

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CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That PEGGY ADAMS ANIMAL RESCUE LEAGUE OF THE PALM BEACHES, Incorporated, desiring to organize under the laws of the State of Florida, has named Marie Davis, located at the Registered Office of the corporation at 3200 North Military Trail, West Palm Beach, Palm Beach County, Florida 33409, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Marie Davis, Registered Agent

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

Peggy Adams Animal Rescue League of the Palm Beaches, Incorporated
(present name)

(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.) Amended and Restated Articles of Incorporation of Peggy Adams Animal Rescue League of the Palm Beaches, Incorporated Articles I through XIII.

SECOND: The date of adoption of the amendment(s) was: April 21, 2003

THIRD: Adoption of Amendment (CHECK ONE)

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


Signature of Chairman, Vice Chairman, President or other officer

Mrs. Charles E. (Mary Jane) Davis
Typed or printed name

Chairman, Board of Directors
Title

May 20, 2003
Date