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FLORIDA WILDLIFE HOSPITAL & SANCTUARY, INC.

4560 North U.S. Highway 1, Melbourne, Florida • 407.254.8843

A Non-Profit Organization Caring for Sick, Injured & Orphaned Wildlife

November 10, 1998

Ms. Thelma Lewis
Corporate Specialist Supervisor
Florida Department Of State
Division Of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Dear Ms. Lewis:

In accordance with proper filing procedures, I have enclosed the amended and restated Articles Of Incorporation for Florida Wildlife Hospital & Sanctuary, Inc. accompanied by the appropriate filing form and \$35 payment. I've included the original documents along with an extra copy.

If you have questions, or need to contact me for any reason, I can be reached at 407.242.3765 Monday through Friday, 8:30am to 5:30pm.

Thank you for your assistance.

Cordially,



Heather M. Fresa
Secretary, Board Of Directors

Enclosures

FILED
98 NOV 16 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

Florida Wildlife Hospital & Sanctuary Inc.



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
Florida Wildlife Hospital & Sanctuary Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: The date of adoption of the amendment(s) was: October 27, 1998

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.

Florida Wildlife Hospital & Sanctuary Inc.

Corporation Name

Heather M. Fresa
Signature of Chairman, Vice Chairman, President or other officer

Heather M. Fresa

Typed or printed name

Secretary, Board Of Directors

November 10, 1998

Title

Date

FLORIDA WILDLIFE HOSPITAL & SANCTUARY INC.

ARTICLE I

NAME AND LOCATION

The name of this organization shall be Florida Wildlife Hospital & Sanctuary Inc. The principal office and hospital location shall be 4560 North U.S. Highway 1, Melbourne, Florida 32935. The Corporation may also have offices at such other places, within or without its State of Incorporation, where it is qualified to do business as its business and activities may require, and as the Board of Directors may from time to time designate.

ARTICLE II

PURPOSE

- A. To provide medical assistance and rehabilitation to injured, sick and orphaned wildlife, with the goal being to return them to an independent existence.
- B. To provide quality wildlife education through presentations and audiovisuals to the general public.
- C. To recruit volunteers and licensed rehabilitators to aid the corporation in attaining its goals.
- D. To receive donations to help the Corporation to carry out its activities.
- E. To expand and redefine its rehabilitation and education efforts from time to time as necessary to meet the continuing challenge of providing wildlife care.

ARTICLE II.1

IRS SECTION 501[C]3 PURPOSES

A. Limitations On Activities: No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; and, the Corporation shall not intervene or participate (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws or of the Corporation's Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on:

1. by a corporation exempt from Federal Income Tax under S501[C]3 of the Internal Revenue Code of 1953 (or the corresponding provision of any future United States Internal Revenue Law) or
2. by a corporation contribution to which are deductible under S170 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

B. Prohibition Against Private Inurement: No part of the net earnings of this Corporation shall inure to the benefit of or be distributed to its Directors, Officers or private persons, except that this Corporation shall be empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in these Articles.

ARTICLE III

MEMBERSHIP

- A. There will be five classifications of membership:
1. Individual Membership.....\$ 20.00
 2. Family Membership.....\$ 40.00
 3. Civic Membership.....\$ 100.00
 4. Corporate Membership.....\$ 500.00
 5. Life Membership.....\$1,000.00
- B. Individual, Family and Civic Members receive quarterly newsletters.
- C. Corporate and Life Members receive quarterly newsletters and acknowledgment in the newsletter.

ARTICLE IV

• FISCAL YEAR

The fiscal year of Florida Wildlife Hospital & Sanctuary shall be January 1st to December 31st unless otherwise decided by the Board of Directors.

• MANAGEMENT OF THE CORPORATION

- A. The control and conduct of the activities, property and fiscal affairs of the Corporation shall be vested in a Board of Directors.
- B. There shall be a President, Vice President, Secretary and Treasurer.

• ELECTION AND TERM OF OFFICE

- A. Nominated Directors shall be elected by a majority vote of the existing Board Members.
- B. The Board of Directors shall consist of not more than nine (9) Directors, four (4) of whom will be Corporate Officers.

• COMPENSATION

The Board of Directors shall serve as such without compensation.

• MEETINGS

- A. Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board, or at such other places as may be designated from time to time by resolution of the Board of Directors. Meetings shall be governed by procedures as set by the Board of Directors, and shall be conducted using Robert's Rules of Order.
- B. Regular meetings of the Directors shall be held quarterly with at least fourteen (14) days notice.
- C. Special meetings of the Board may be called by the President or upon request of the majority of the Board.
- D. Board members and other dues-paying members of Florida Wildlife Hospital & Sanctuary may attend meetings. Guests may attend meetings and address the Board at the discretion of the President.

ARTICLE IV cont'd

- **QUORUM**

Two-thirds of the members of the Board shall constitute a quorum.

- **VACANCIES**

- A. The vacancies of a Director shall be filled by a majority vote from the roster of current Directors.
- B. The vacancy of an Officer shall be filled by a majority vote from the presiding Board of Directors.

- **RESIGNATION**

- A. A Director may resign at any time in writing to the Secretary.
- B. Unless otherwise specified, the resignation shall take effect upon receipt of the notice, and formal acceptance of the resignation shall not be necessary to make it effective.

- **REMOVAL**

- A. Any and all of the Directors may be removed for cause by a two-thirds majority vote of the membership or by action of the Board.
- B. Any member who does not comply with the bylaws of this Corporation is subject to revocation of his/her membership by a two-thirds majority vote of the Board of Directors following notification and a hearing before the Board.

- **DIRECTORS' LIABILITY**

- A. The Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.
- B. The Directors and Officers of this Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the State of Florida.
- C. Except as may otherwise be provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent resulting from their capacity or status, whether or not the Corporation would have the power to indemnify the agent.

- **AMENDMENTS**

These bylaws may be amended or repealed and new bylaws adopted by a two-thirds majority vote of the members of the Board of Directors, provided that the substance of the proposed amendment has been stated in the notice of the meeting.

ARTICLE V

THE BOARD OF DIRECTORS

- A. The Board of Directors of Florida Wildlife Hospital & Sanctuary shall consist of not more than nine (9) members. Each Board Member shall be a dues-paying member of Florida Wildlife Hospital & Sanctuary.
- B. Corporate Officers (President, etc.) shall be elected for a two- (2) year term.
- C. Directors shall be elected for a three- (3) year term.
- D. Any vacant position on the Board shall be filled by the President. The President shall appoint a replacement with approval of two-thirds of the Board. The replacement's term shall be the same as that of the Board Member who is being replaced.

ARTICLE VI

JOB DESCRIPTIONS

- A. President
 - 1. Supervise and control the affairs of the Corporation.
 - 2. Supervise and control the activities of the Officers.
 - 3. Ex Officio of all committees.
 - 4. Appoint Committee Chairpersons or Officers to fill vacancies as needed.
 - 5. Perform all duties incident to this office and such other duties as may be required by law, the Articles of Incorporation or the bylaws.
- B. Vice President
 - 1. Assume the above duties of the President in her/his inability or refusal to act.
 - 2. Perform all other duties incident to this office and such other duties as may be required by law, the Articles of Incorporation, the bylaws, or as instructed by the President or Board of Directors.

ARTICLE VI cont'd

C. Secretary

1. Be custodian of all corporate records as provided by law, the Articles of Incorporation and the bylaws.
2. Update corporate records as necessary or as instructed by law, the Articles of Incorporation and bylaws.
3. Record minutes of all Board meetings – regular, special and annual.
4. Keep current the records of all meetings – Board, committee, special and membership.
5. Execute distribution of agenda, previous meeting minutes and any other pertinent Board meeting information to each Director in a timely manner.
6. Handle all incoming and outgoing correspondence, information, suggestions, grievances and observations for the purposes of dissemination, facilitating a resolution, or originating a proposal.
7. Perform all other duties incident to this office and such other duties as may be required by law, the Articles of Incorporation, the bylaws, or as instructed by the President or Board of Directors.

D. Treasurer

1. Be custodian of all corporate funds and securities as provided by law, the Articles of Incorporation and the bylaws.
2. Deposit funds in such banks, trust companies or other depositories as instructed by the Board of Directors.
3. Be responsible for disbursing funds in a timely manner as directed by law, the Articles of Incorporation, the President or Board of Directors.
4. Maintain records/vouchers/receipts of all deposits, disbursements and financial transactions of the Corporation.
5. Compile a present and current Income Statement and Balance Sheet for each Board Meeting or upon request of the President or Board of Directors.
6. Coordinate the preparation and filing of all financial records and tax reports at each year-end or as instructed by law, the Articles of Incorporation, the bylaws, or as instructed by the President or Board of Directors.

E. Directors

1. Responsibilities shall include development and implementation of organizational policies and goals, budgeting, fundraising and disbursing funds with the intention of furthering the purpose, mission and philosophy of the Corporation.
2. To meet at such times and places as required by these bylaws. More than three (3) inexcused absences per year may result in dismissal.

ARTICLE VII

FUNDING

- A. This Corporation shall operate as a not-for-profit organization.
- B. The Board of Directors is authorized to raise funds and make disbursements which are in the interest of rehabilitation and education, and in the best interest of Florida Wildlife Hospital & Sanctuary and its wildlife patients.
- C. The Board and General Members shall not enter into any commitments binding on Florida Wildlife Hospital & Sanctuary without prior authorization as determined by a two-thirds majority vote of the Board of Directors.
- D. Funds donated to an individual rehabilitation effort through the auspices of the Corporation may be set aside for that particular project.
- E. Except as otherwise required by law, all checks, drafts, promissory notes, orders for payment and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and a Board Member. A ceiling of \$200 will be placed on a single expenditure with the exception of regular operating expenses or expenses previously approved by a majority of the Board of Directors. Above that amount would require a majority vote of the Board, and the Board Members may be polled by telephone.
- F. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as selected by the Board of Directors.
- G. The Corporation may accept gifts, legacies, donations and/or contributions in any amount and in any form.

ARTICLE VIII

DISSOLUTION

Upon dissolution of this Corporation, its assets remaining after payments or provision for payment, all debt liabilities of this Corporation shall be distributed for one or more exempt purpose within the meaning of Section 501[C]3 of the Internal Revenue Code and shall not inure to the benefit of any private person, but shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable or scientific purposes, as the Board of Directors shall determine, or to the Federal Government, or State or Local Government for public purpose.

ARTICLE IX

CORPORATE RECORDS

Originals of all corporate records and files such as, but not limited to, meeting minutes, Articles of Incorporation, bylaws and financial records, shall be kept at the principal office of the Corporation or at such other place as the Board may determine. These records and files shall be kept current and accessible.