

741417

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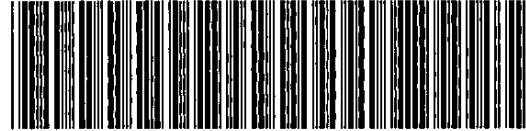
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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C. Coulllette FEB 13 2007

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ST. FRANCIS OF ASSISI WILDLIFE ASSOCIATION, INCORPORATED

DOCUMENT NUMBER: 741417

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

Please return all correspondence concerning this matter to the following:

JOHN L. BRENNAN III
(Name of Contact Person)

GALLOWAY, BRENNAN & BILLMEYER, P.A.
(Firm/ Company)

240 EAST 5TH AVENUE
(Address)

TALLAHASSEE, FL 32303
(City/ State and Zip Code)

For further information concerning this matter, please call:

JOHN L. BRENNAN III at (850) 224-0141
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$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

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

ST. FRANCIS OF ASSISI WILDLIFE ASSOCIATION, INCORPORATED

A Florida Not For Profit Corporation

As Amended and Restated January 15, 2007.

FILED
2007 FEB 13 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned Florida Not For Profit Corporation, pursuant to a resolution duly adopted by its board of directors adopts the following amended and restated articles of incorporation:

ARTICLE 1

The name of the corporation is: St. Francis of Assisi Wildlife Association, Incorporated (hereinafter referred to as the "Corporation").

ARTICLE 2

The Corporation is incorporated as a corporation not for profit under the provisions of Chapter 617, Florida Statutes.

ARTICLE 3

The Principal Office of the Corporation is at 5580 Salem Road, Quincy, Florida 32351. The mailing address of the Corporation is P.O. Box 38160, Tallahassee, Florida 32315. The Corporation may establish branch offices at other locations as authorized by the Board of Directors.

ARTICLE 4

The Corporation shall have perpetual existence.

ARTICLE 5

The primary purposes of the Corporation are:

- (a) To care for and rehabilitate sick, injured or orphaned wild birds and animals; and

- (b) To educate groups and individuals with regard to all aspects of wildlife, including the care and conservation of wild birds and animals and the conservation of their habitat.

Additionally, the Corporation shall have all the powers now provided, or which may hereafter be provided, for not for profit corporations by the laws of the State of Florida, and is empowered to do all acts and things as may be necessary in order to accomplish its primary purposes, unless otherwise prohibited herein or in the Bylaws.

ARTICLE 6

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. The number of directors shall be set in the Bylaws. The number of Directors may be increased or decreased as provided in the Bylaws, but shall never be less than three or the minimum number required by the laws of the State of Florida, whichever is higher. The manner in which Directors are to be elected or appointed shall be set forth in the Bylaws.

ARTICLE 7

The Officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and other such officers as may be established by the Board of Directors. Officers shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the Board of Directors in the Bylaws. Any person may hold two or more offices.

ARTICLE 8

The Corporation hereby designates its Registered Office to be located at 2727 Apalachee Parkway, Tallahassee, FL 32301. The Corporation hereby designates Peter G. Munroe as its Registered Agent to accept service of process within this State, to serve in such capacity until a successor is selected and duly designated.

ARTICLE 9

The Corporation shall have no members, except as established in the Bylaws by the Board of Directors. Any members so authorized shall not be entitled to vote on any matters regarding the operation or management of the Corporation.

ARTICLE 10

The Articles of Incorporation may be amended, ratified, or rescinded by a two-thirds (2/3) or greater vote of the Directors present and voting at any regular or special meeting of the Board of Directors called for that purpose.

ARTICLE 11

The Bylaws of the Corporation shall be adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors in the manner provided in the Bylaws.

ARTICLE 12

The Corporation shall indemnify any officer or director, or any former officer or director, as set forth in the Bylaws.

ARTICLE 13

In the event of dissolution of the Corporation or termination of its affairs, the Board of Directors shall, after making the Corporation pay or making provisions for the Corporation to pay, all of its liabilities, distribute any and all of the remaining assets of the Corporation to a non-profit entity of the Board's selection. No individual shall be entitled to share in the distribution of any of the remaining assets of the Corporation upon dissolution or termination.

There are no discrepancies between the Articles of Incorporation as previously filed and amended and the provisions of the Amended and Restated Articles of Incorporation other than the inclusion of amendments adopted pursuant to Section 617.1002, Florida Statutes, and the omission of matters of historical interest. These Amended and Restated Articles of Incorporation do not contain any amendments requiring member approval.

These Amended and Restated Articles of Incorporation shall become effective at the time of their filing by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Amended and Restated Articles of Incorporation on this 15TH day of January, 2007.

ST. FRANCIS OF ASSISI
WILDLIFE ASSOCIATION,
INCORPORATED

By: 
Laura Phipps, President

ATTEST:


Elenita Gomez, Secretary

STATE OF FLORIDA
COUNTY OF LEON

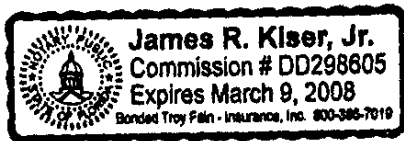
The foregoing instrument was acknowledged before me this 15 day of January, 2007, by LAURA PHIPPS as President of ST. FRANCIS OF ASSISSI WILDLIFE ASSOCIATION, INCOPORATED who is personally known to me or produced _____ as identification and who did not take an oath.



James R Kiser
Notary Public
My Commission Expires: 3-9-2008

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 15 day of January, 2007, by ELENITA GOMEZ as Secretary of ST. FRANCIS OF ASSISSI WILDLIFE ASSOCIATION, INCOPORATED who is personally known to me or produced _____ as identification and who did not take an oath.



James R Kiser
Notary Public
My Commission Expires: 3-9-2008

CERTIFICATION

I, Elenita Gomez, Secretary of ST. FRANCIS OF ASSISI WILDLIFE ASSOCIATION, INCORPORATED, a Florida Not For Profit Corporation, hereby certify that the attached Amended and Restated Articles of Incorporation were amended and adopted by the members of the Board on NOVEMBER 30, 2006, and further certify that after being put to a vote, the number of votes cast for the amendment was sufficient for its approval.

Signed this 15TH day of JANUARY, 2007.

ST. FRANCIS OF ASSISI
WILDLIFE ASSOCIATION,
INCORPORATED

By: 
Elenita Gomez, Secretary

CERTIFICATION

I, Peter G. Munroe, Registered Agent of ST. FRANCIS OF ASSISI WILDLIFE ASSOCIATION, INCORPORATED, a Florida Not For Profit Corporation, hereby certify that I am familiar with and accept the duties and responsibilities of the registered agent of ST. FRANCIS OF ASSISI WILDLIFE ASSOCIATION, INCORPORATED as stated in its Amended and Restated Articles of Incorporation, dated JANUARY 15, 2007.

Signed this 15th day of JANUARY, 2007.

ST. FRANCIS OF ASSISI
WILDLIFE ASSOCIATION,
INCORPORATED

By: 
Peter G. Munroe