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Examiner's Initials



Mats Exclusive, Inc.

A Non-Profit Organization affiliated with C.J.A.

Telephone (954) 973-3228 Dedicated to , Noble Goals, Innovative Principles

And the Well-Being Of All Cats

Principal Office:

6350 West Atlantic Boulevard Margate, Florida 33063

March 4, 1999

Mr. Doug Spitler
Florida Department of State
Division of Corporations
Amendment Section
P.O. box 6327
Tallahassee, Florida 32314

RE: Amended Articles of Incorporation

Dear Mr. Spitler:

As I explained to you in our phone conversation Wednesday, March 3, 1999, I am sending our corrected Articles of Incorporation which are enclosed. You already have our check for \$35.00 sent to you on February 26 along with amended Articles of Incorporation which were incomplete and should be discarded.

Would appreciate your processing the enclosed and sending us a Certified copy of our amended Articles of Incorporation.

Drange Glamman

Sincerely,

Richard C. Bilello

Treasurer

MAR -8 PM 12: 4:

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

99 MAR -8 PM 12: 43
SLURE TARY OF STATE
ALLAHASSEE, FLORIDA

CATS EXCLUSIVE, INC. (present name)

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.)

ARTICLE II Amended to read:

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

See attached page 2 for continuation of Amended Article II.

| SECOND: | The date of adoption of the amendment(s) was: | April 15, 1996 | | | | |
|------------|--|--|--|--|--|--|
| THIRD: | Adoption of Amendment (CHECK ONE) | - | | | | |
| À | The amendment(s) was(were) adopted by the neast for the amendment was sufficient for appr | nembers and the number of votes oval. | | | | |
| Ę | There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors. | | | | | |
| | CATS EXCLUSIVE, INC. | The state of the s | | | | |
| | Corporation Name | (954) 973-3228 | | | | |
| | Signature of Chairman, Vice Chairman, President or other officer | | | | | |
| • | Marge Jackson | Page 1 of 2 | | | | |
| | Typed or printed name | | | | | |
| | Board Chairman | March 4, 1999 | | | | |
| , <u>'</u> | Title | Date | | | | |

AMENDMENTS TO ARTICLES OF INCORPORATION CATS EXCLUSIVE, INC. March 4, 1999

CONTINUED AMENDMENT TO ARTICLE II:

- 1. To hold shows for the primary our purpose of raising funds in order to care for less fortunate cats and provide for their needs.
- 2. To support charitable cat organizations and donate funds for the betterment of feline health and well being.
- 3. To advance in every way possible, promote and encourage kindness, care and understanding of all cats and all animals.
- 4. To discourage the de-clawing of cats and discourage the sale or consignment of any pure-bred cat or kitten to pet shops or any cats to any organization for inhumane research.
- 5. To encourage neutering and spaying of non-purebred cats and pure-bred cats of pet quality.

AMEND ARTICLE IV TO READ:

Any person of good character, interested in supporting the objectives and purposes of this organization and expressing an interest to become a loyal and productive member shall be eligible for membership.

- (a) A MEMBER shall be any person 18 years of age or older of good character, interested in being a loyal and productive member and supporting the objectives and purposes of this Organization. Any MEMBER may request ASSOCIATE Membership status from the Board of Directors at any time.
- (b) An ASSOCIATE Member shall be a person who does not qualify as a MEMBER but is in accordance with our By-Laws and supports the purposes of this Organization. ASSOCIATE Members are expected to help with our shows in order to maintain their ASSOCIATE Membership status.
- (c) HONORARY Membership may be conferred by the Organization on persons who have performed outstanding service for this Organization. HONORARY Members shall have the privilege of attending meetings but will not receive meeting notices and cannot vote or hold office in this Organization.
- (d) HUMANITARIAN Membership shall be obtained by competing an application requesting to become a HUMANITARIAN Member, and enclosing a check for Cats Exclusive, Inc. to donate to a cat charity. This type of membership is active for one year. The only amenities of this type of membership shall be a discount off the regular adult admission price at any of our cat shows while the membership is in effect. This discount is valid for the member only and is not valid when used in conjunction with any other coupon or promotion by Cats Exclusive, Inc., CFA or sponsors.

"ARTICLE X" should be moved back to allow for the insert of two new Articles. Existing Article X will now be Article XII.

AMENDMENTS TO ARTICLES OF INCORPORATION CATS EXCLUSIVE, INC. March 4, 1999

ADD ARTICLE X - EARNINGS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 c3 of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 c2 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ADD ARTICLE XI - DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.