

All Florida Shar-Pei Rescue, Inc.

1330 Red Fox Run
Deltona, Florida 32725

Phone (954) 974-7481
Fax 954-974-7526
Email afspr@hotmail.com

February 7, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation
All Florida Shar-Pei Rescue, Inc.

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-02/07/00--01131--021
*****78.50 *****78.50

Gentlemen:

Enclosed herewith, please find an original and one copy of our Articles of Incorporation, together with my check in the amount of Seventy-eight and 50/100 (\$78.50) Dollars.

Please return one certified copy of our Articles of Incorporation at your earliest convenience.

Sincerely,



Veronica G. Smith
Director

VGS: vgs
Enc: 3

FILED
2000 FEB -7 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*original notice sent
has accepted*

FEB 14 2000

**Articles of Incorporation
of
Florida Nonprofit Corporation**

FILED
2000 FEB -7 AM 10: 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of this corporation is **ALL FLORIDA SHAR-PEI RESCUE, INC.**

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

- A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. The purpose of this corporation is to rescue dogs that have been abandoned, turned in or otherwise remanded to kill shelters, provide medical attention, evaluation in a foster home, adoption into a permanent home, and education of the public.
- C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three (3), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held 1330 Red Fox Run, Deltona, Florida 32725 on February 15th of each year at 8:00 PM, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Veronica G. Smith	6880 N.W. 16 th Street Margate, Florida 33063
Bronia Potts	1330 Red Fox Run Deltona, Florida 32725
Sylvia Truitt	16628 Dalberg Drive Spring Hill, Florida 34610

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such

officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President/Treasure: Veronica G. Smith	6880 N.W. 16 th Street Margate, Florida 33063
Vice President: Bronia Potts	1330 Red Fox Run Deltona, Florida 32725
Secretary: Angela Gill	1175 Lake Lowery Road Haines City, Florida 33844

ARTICLE VI

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation 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.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the

assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations 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 a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the by-laws for this corporation.

ARTICLE IX

SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows: (a minimum of one (1) only is required)

<u>Name</u>	<u>Address</u>
Veronica G. Smith	6880 N.W. 16 th Street Margate, Florida 33063

ARTICLE X

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

FILED

2000 FEB -7 AM 10: 13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XI

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

REGISTERED AGENT AND OFFICE

The initial principal address of the corporate office is **1330 Red Fox Run, Deltona, Florida 32725** and the name of its registered agent at said address shall be **Bronia A. Potts**.

ARTICLE XIII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

I, the undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 24th day of January, 2000.

WITNESSED BY:

Louise Finno
LOUISE FINNO
Jane Kelly
JANE KELLY

Louise Smith
Subscriber

(SUBSCRIBER)

Bronia A Potts
Registered Agent

I hereby accept designation as registered agent.

**STATE OF FLORIDA
COUNTY OF BROWARD**

BEFORE ME, the undersigned authority, and personal appeared, **VERONICA G. SMITH** and to me known to be the person who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24 day of January, 2000.

Tscharner J. Strapp
Notary Public

My Commission Expires: *July 9, 2002*

