

June , 2002

Secretary of State Department of Corporations Post Office Box 6327 Tallahassee, FL 32314 000005811080--0 -06/18/02--01034--009 *****43.75 *****43.75

RE: PROTECTORS OF COMPANION ANIMALS, INC.
Document Number of Corp: N01000008290
Filing Amended Articles of Incorporation

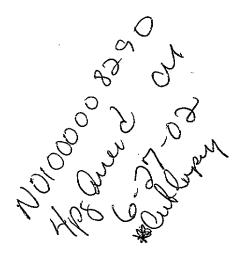
Please find enclosed a check for \$43.75 made out to the "Florida Department of State" and an Original and one copy of the Amended Articles of Incorporation for PROTECTORS OF COMPANION ANIMALS, INC..

Please file the original Amended Articles of Incorporation and and mail a conformed copy to me in the enclosed stamped self-addressed envelope.

Sincerely

Paul N. Schaefer, Esquire

PNS/ Enclosures



(DISK 39 A:\WADE\2nd Letter Sec State.LET)



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

June 21, 2002

PAUL N. SCHAEFER 1220 DOUGLAS AVE., SUITE 105B LONGWOOD, FL 32779

SUBJECT: PROTECTORS OF COMPANION ANIMALS, INC.

Ref. Number: N01000008290

We have received your document for PROTECTORS OF COMPANION ANIMALS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is no provision in chapter 617, Florida Statutes, for an incorporator to amend a nonprofit corporation -- the proper form setting forth the requirements for filing a nonprofit amendment is attached.

If there are <u>MEMBERS ENTITLED TO VOTE</u> on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are <u>NO MEMBERS OR MEMBERS ENTITLED TO VOTE</u> on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain Corporate Specialist

Letter Number: 802A00040245

ARTICLES OF AMENDMENT

ARTICLES OF INCORPORATION of

PROTECTORS OF COMPANION ANIMALS, 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 adopted: ARTICLE III-PURPOSE is being amended to read as follows:

ARTICLE III—PURPOSE

This non-profit corporation is organized for the purpose of transacting lawful charitable business as follows:

- a. The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.
- b. No part of the net earnings of the organization shall inure 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 the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, organization shall not participate in, or intervene (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, 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(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the internal Revenue Code, or corresponding section of any future federal tax codes or shall be distributed to the federal government, or to a state or local government, for a public purpose.

SECOND: The date of adoption of the amendment was: May 31, 2002

THIRD: Adoption of Amendment

The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

PROTECTORS OF	COMPANION ANIMALS, INC.
Con	rporation Name
Gloria & L	Vade
Signature of Chairman, Vice	e Chairman, President or other officer
G.	LORIA E. WADE
Typed	or printed name
PRESIDENT	June 27,2002
Title	. Date