

SUTHERLAND
1220 DOUGLASS AVENUE
LONGWOOD, FLORIDA 32779

PAUL N. SCHAEFER

ATTORNEY AT LAW

TELEPHONE
(407) 774-7122

N01000008290

June , 2002

Secretary of State
Department of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-05/18/02--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

FILED
JUN 27 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PNS/
Enclosures

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

N01000008290
4/28 Amended
6-27-02
*Cubley



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 MEMBERS ENTITLED TO VOTE 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 NO MEMBERS OR MEMBERS ENTITLED TO VOTE 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
to
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 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 the 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(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.

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SECRETARY OF FLORIDA
TALLAHASSEE

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.

Corporation Name

Gloria E Wade

Signature of Chairman, Vice Chairman, President or other officer

GLORIA E. WADE

Typed or printed name

PRESIDENT

Title

June 27, 2002

Date