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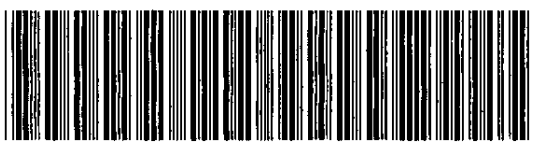
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Amend

CLERK OF STATE
TALLAHASSEE, FLORIDA

08 AUG 26 AM 09:07

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Phoenix Animal Rescue, Inc.

DOCUMENT NUMBER: N03000010906

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

Please return all correspondence concerning this matter to the following:

Michelle Dunlap
(Name of Contact Person)

Phoenix Animal Rescue, Inc.
(Firm/ Company)

12329 NW 10th Place
(Address)

Newberry, FL 32669
(City/ State and Zip Code)

For further information concerning this matter, please call:

Michelle Dunlap at (352) 226-0228
(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

Articles of Amendment
to
Articles of Incorporation
of

FILED

08 AUG 26 AM 03 37

Phoenix Animal Rescue, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Name of corporation as currently filed with the Florida Dept. of State)

N03000010906

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article I: Name: Phoenix Animal Rescue, Inc.

Article II: Principal Place of Business: 12329 NW 10th Place Newberry, FL 32669

Article III: Mission: The mission of Phoenix Animal Rescue, Inc. is to foster, rehabilitate, and retrain dogs obtained from county shelters and individuals in order to place them for adoption or maintain care in our sanctuary.

Article IV: Organizational Purpose: Phoenix Animal Rescue is organized exclusively for charitable, religious, educational, and scientific purposes under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal code.

Article V: Dissolution: Upon the dissolution of Phoenix Animal Rescue, Inc., 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 code.

* Typed articles are attached *

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: January 1, 2004

Effective date if applicable: January 1, 2004
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Michelle Dunlap
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Michelle Dunlap
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35

Articles of Incorporation
For
Phoenix Animal Rescue, Inc.

Article I

The name of the corporation is:
Phoenix Animal Rescue, Inc.

Article II

The principal place of business address:
12329 NW 10th Place
Newberry, FL 32669

Article III

Mission

The mission of Phoenix Animal Rescue is to foster, rehabilitate, and retrain dogs obtained from county shelters and individuals in order to place them for adoption or maintain care in our sanctuary.

Article IV

Organizational Purpose

Phoenix Animal Rescue is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article V

Dissolution

Upon the dissolution of Phoenix Animal Rescue, Inc., 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 code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.