

NO4000007008

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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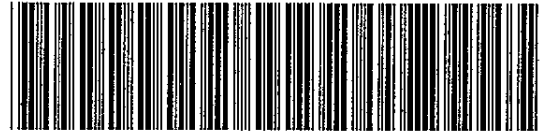
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended + Restated

T BROWN DEC - 8 2004

Bay Area Greyhound Adoptions, Inc.

Post Office Box 21641

Tampa, FL 33622-1641

(813)272-2332 www.bayareagreyhounds.org

November 11, 2004

Division of Corporations

Post Office Box 6327

Tallahassee, FL 32314

Re: Bay Area Greyhound Adoptions, Inc.
#N04000007008

Dear Sir or Madam:

Enclosed for filing are Amended Articles of Incorporation for Bay Area Greyhound Adoptions, Inc. , along with a check in the amount of \$43.75 for the filing and certification fees. Please provide a certified copy of the Amended Articles of Incorporation at your earliest convenience.

Your prompt attention to this request is very much appreciated.

Sincerely,



Linda Lyman

President/Incorporator

enclosures: Amended Articles of Incorporation
Check No. 1033



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 23, 2004

LINDA LYMAN
BAY AREA GREYHOUND ADOPTIONS, INC.
P.O. BOX 21641
TAMPA, FL 33622-1641

SUBJECT: BAY AREA GREYHOUND ADOPTIONS, INC.
Ref. Number: N04000007008

We have received your document for BAY AREA GREYHOUND ADOPTIONS, 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):

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 904A00066549

AMENDED AND RESTATED ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

These Amended Articles of Incorporation for Bay Area Greyhound Adoptions, Inc. are submitted this 11th day of November, 2004.

ARTICLE I--NAME

The name of the corporation shall be Bay Area Greyhound Adoptions, Inc.

ARTICLE II--PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
Post Office Box 21641, Tampa, FL 33622

ARTICLE III--PURPOSE

This corporation is organized to find adoptive homes for greyhounds who fail to qualify or who no longer qualify for the race track and to inform the public on the desirability of greyhounds as pets.

ARTICLE IV

This corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 501(c)(3) purposes. 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 or in opposition to any candidate for public office.

ARTICLE VI

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 (or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE VII

Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious, or scientific, 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.

ARTICLE VIII

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the

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purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE IX--MANNER OF ELECTION

The manner in which the directors are elected or appointed: The directors shall be elected by the members of the corporation as provided in the Bylaws.

ARTICLE X--INITIAL DIRECTORS

D, P: Linda Lyman, 12707 Oakleaf Ave, Tampa, FL 33612
D, VP: Tracy Parker, 524 Avocado Circle, Brandon, FL 33510
D, S: Terry Mead, 24736 Laurel Ridge Drive, Lutz, FL 33559
D, T: Tracy Robinson, 4519 Keene Road, Plant City, FL 33565
D: David Wood, 705 Tarawood Lane, Valrico, FL 33594
D: William Shumaker, 19151 Lake Audubon Drive, Tampa, FL 33647
D: Kathlynn Jeske, 4111 Windtree Drive, Tampa, FL 33624
D: Tim Mead, 24736 Laurel Ridge Drive, Lutz, FL 33559
D: Barbara Celli, 14025 Clubhouse Circle, #2505, Tampa, FL 33618

ARTICLE XI--INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Linda Lyman
12707 Oakleaf Avenue
Tampa, FL 33612-3950

ARTICLE XII--INCORPORATOR

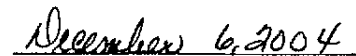
The name and address of the Incorporator is:

Linda Lyman
12707 Oakleaf Avenue
Tampa, FL 33612-3950

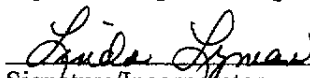
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent



Date



Signature/Incorporator



Date



Bay Area Greyhound Adoptions, Inc.

Post Office Box 21641

Tampa, FL 33622-1641

(813)272-2332 www.bayareagreyhounds.org

Florida Department of State

Division of Corporations

P O Box 6327

Tallahassee, FL 32314

Re: Bay Area Greyhound Adoptions, Inc.

Amended and Restated Articles of Incorporation

The restatement attached hereto was adopted by the board of directors of Bay Area Greyhound Adoptions and does not contain any amendments requiring member approval.

A handwritten signature in cursive script that reads "Linda Lyman".

Linda Lyman, Incorporator

President

December 6, 2004

Date