

205000010388

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

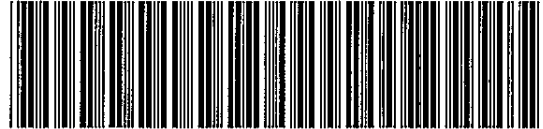
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

J. Shivers OCT 10 2005

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. The Emily Vernon Foundation for Homeless ~~AND~~
 (Corporation Name) (Document #)
2. ABUSE & ANIMALS Inc.
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in
 Pick up time 2.00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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 TALLAHASSEE, FLORIDA

MARK J. NOWICKI

LAWYER

480 MAPLEWOOD DRIVE, SUITE 2

JUPITER, FL 33458-5845

MARK J. NOWICKI
ALSO ADMITTED IN COLORADO
AND MONTANA

OF COUNSEL
KENNEDY & ASSOCIATES, P.L.

TELEPHONE 561 746-9200
TELEFAX 561 746-9204
EMAIL mnnowickiesq@aol.com
WEB www.nowickilaw.com

BOARD CERTIFIED IN TAXATION
PRACTICE LIMITED TO
ESTATE PLANNING,
INCOME TAX PLANNING AND
RELATED FEDERAL TAX MATTERS

October 6, 2005

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

Re: THE EMILY VERNON FOUNDATION FOR HOMELESS
AND ABUSED ANIMALS, Articles of Organization


Dear Madam:

I enclose the original Articles of Organization for THE EMILY VERNON FOUNDATION FOR HOMELESS AND ABUSED ANIMALS for filing by the Secretary of State. Also enclosed, you will find my check in the amount of \$70.00 covering filing fees as follows:

1.	Filing fee	\$35.00
2.	Registered Agent Designation	<u>35.00</u>
	Total funds enclosed	\$70.00

If you have any questions, please contact the undersigned directly. Thank you for your attention to this matter.

Sincerely,


Mark J. Nowicki

MJN/cld
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE EMILY VERNON FOUNDATION
FOR HOMELESS AND ABUSED ANIMALS *Inc.*
FILED PURSUANT TO CHAPTER 617, FLORIDA STATUTES**

**ARTICLE ONE
NAME**

The name of the Company is: The Emily Vernon Foundation for Homeless and Abused Animals *Inc.*

**ARTICLE TWO
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Company is: 13700 Quarter Horse Trail, Wellington, Florida 33414.

**ARTICLE THREE
DURATION**

The term of existence of the Company is perpetual and the corporate existence will commence upon the filing of these Articles by the Department of State.

**ARTICLE FOUR
PURPOSE**

(A) The Company is hereby formed for the purpose of preventing cruelty to animals and to provide assistance of any type or nature to homeless and abused animals, as specified in Subsections 501(c)(3) and 2055(a)(2) of the Internal Revenue Code of 1986, as amended.

(B) No part of the net earnings of the Company shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Company, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Company), and no member, trustee, director, or officer of the Company or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the Company.

(C) No substantial part of the activities of the Company shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Internal Revenue Code Subsection 501(h)], or participating in, or intervening in [including the publication or distribution of statements], any political campaign on behalf of (or in opposition to) any candidate for public office.

(D) Notwithstanding any other provision of these articles, the Company shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income

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TALLAHASSEE, FLORIDA

tax under Subsection 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under Subsections 170(c)(2) and 2055(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(E) In the event of the liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Company shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Subsections 501(c)(3) and 2055(a)(2) of the Internal Revenue Code of 1986, as amended.

(F) Any other provisions herein notwithstanding, no member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in Subsection 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Subsection 4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in Subsection 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Subsection 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE FIVE
DIRECTORS

There shall be not less than two (2) members of the Board of Directors of the Company and not more than ten (10). Directors may be added or removed from time to time by the majority vote of Directors then serving following the procedures for appointment and removal of Directors as specified in the Company's Bylaws.

The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>
Emily Vernon	13700 Quarter Horse Trail Wellington, Florida 33414
Robert S. Scanlon	13700 Quarter Horse Trail Wellington, Florida 33414

Any action required or permitted to be taken by the 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 Bylaws of this Company authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE SIX
MANNER OF ELECTION

The Company shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors following procedures for removal as provided for in the Company's Bylaws. The Board of Directors may, however, delegate so much of its authority to officers of the Company, committees composed of directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax-exempt purposes.

ARTICLE SEVEN
MEMBERSHIP

Unless otherwise provided in the Company's Bylaws, the Company shall not have any members and shall be considered a non-membership organization.

ARTICLE EIGHT
NONSTOCK CORPORATION

The Company shall be considered organized on a nonstock basis, and therefore, certificates of shares of stock in the Company shall not be issued.

ARTICLE NINE
BYLAWS

The first Bylaws of the Company will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one percent (51%) of the Board of Directors.

ARTICLE TEN
AMENDMENTS

These articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one percent (51%) of its Directors, at any regular meeting or at any

special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

**ARTICLE ELEVEN
INCORPORATOR**

The name and address of the subscriber of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Emily Vernon	13700 Quarter Horse Trail Wellington, Florida 33414

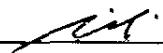
IN WITNESS WHEREOF, the undersigned Incorporator does hereby set her hand and seal this 5th day of October, 2005.



Emily Vernon, Incorporator

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

The foregoing instrument was acknowledged before me this 5th day of October, 2005, by Emily Vernon, Incorporator who is personally known to me or has produced _____ as identification and did / did not take an oath.



NOTARY PUBLIC
MY COMMISSION EXPIRES:




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.034(3) Florida Statutes, the following is submitted:

The Emily Vernon Foundation for Homeless and Abused Animals, a Florida Not-For-Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at 13700 Quarter Horse Trail, Wellington, Florida 33414, has named Mark J. Nowicki, Esquire located at 480 Maplewood Drive, Suite 2, Jupiter, Florida 33458 as its agent to accept service of process within Florida.

ACCEPTANCE:


I agree to act as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said company authorized to accept service of process at the Florida designated address) in some conspicuous place in office as required by law.



Mark J. Nowicki, Esquire

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

The foregoing instrument was acknowledged before me this 5th day of October, 2005, by Mark J. Nowicki, Esquire, Registered Agent who is personally known to me or has produced _____ as identification and did / did not take an oath.



Notary Public
My Commission Expires:



ELAINE B. LATENDRESS
My Commission Expires Aug 28, 2007
Commission #DD246338

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