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FLORIDA PROFIT/NON PROFIT CORPORATION
COMPASSION BARN, INC

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**ARTICLES OF INCORPORATION
OF
COMPASSION BARN, INC.
(A Not For Profit Corporation)**

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The undersigned, acting as Incorporator of **COMPASSION BARN, INC.**, a not-for-profit corporation organized under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be **COMPASSION BARN, INC.** The address and principal office of the Corporation shall be located at 13782 151st Lane North, Jupiter, Florida 33478.

ARTICLE II

PURPOSE

The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). The charitable purposes which the Corporation will seek to advance are, within the meaning of Section 501(c)(3): (i) direct service and care of abused and neglected farm animals; (ii) humane education of at-risk and other youth; and (iii) promotion of kind consumer choices that are cruelty-free by offering vegan fare and educational workshops and events for all ages. The Corporation may also seek to advance such purposes by granting charitable contributions to other organizations described in Code Section 501(c)(3) or to other entities or individuals as may be permitted by the Code.

ARTICLE III

POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

ARTICLE IV

LIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or its members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Code Section 170(c)(2) and regulations as they now exist or as they may hereafter be amended.

ARTICLE V

DISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Code Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI

INCORPORATOR

The name of the Incorporator of this Corporation is Susan Hargreaves, and the address of said Incorporator is 13782 151st Lane North, Jupiter, FL 33478.

ARTICLE VII

OFFICERS

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Secretary, Treasurer and such other Officers as shall be hereafter provided for in the By-Laws of the Corporation. The Officers of the Corporation shall be elected each year by vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

ARTICLE VIII

BOARD OF DIRECTORS

A. The number of persons constituting the Board of Directors shall be nine. The number of members of subsequent Boards shall be determined as provided in Paragraph C of this Article.

B. The names and addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Susan Hargreaves	13782 151 st Lane North, Jupiter, FL 33478
Tracey Zack	6450 SW Markel Street, Palm City, FL 34490
Scott Fuerst	1751 N.W. 99th Avenue, Plantation, Florida 33322
John Lewis	10057 Winding Lake Rd., #102, Sunrise, FL 33351
Sherry Schleuter	3200 SW 4 th Avenue, Fort Lauderdale, FL 33320
Gail Barr	620 SE 7 th Avenue, Pompano Beach, FL 33060
Suzanne Geragi	103 Via Poinciana Lane, Boca Raton, FL 33487
Mary Martin	113 Via Santa Cruz, Jupiter, Florida 33458
Robert Gerber	47 9 th Street, Bonita Shores, FL 34134

C. The Directors of the Corporation may, in their discretion, by majority vote of the Directors present at a duly convened meeting of the Board of Directors, determine to increase or decrease the number of members of the Board of Directors, but in no event shall such number be less than three (3). In the event that a vacancy occurs on the Board, the Board of Directors shall elect, by majority vote, an individual to serve on the Board to fill such vacancy.

D. All powers of the Board of Directors in the management of the affairs of this

Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

E. Any powers of the Board of Directors in the management of the affairs of this Corporation may, at the discretion of the members, be exercised by the members of the Corporation.

ARTICLE IX

BY-LAWS

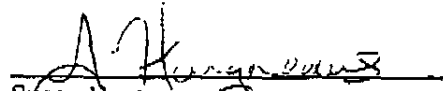
By-Laws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE X

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 13782 151st Lane North, Jupiter, FL 33478 and the name of the registered agent of the Corporation at that address is Susan Hargreaves.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed her signatures this ^{7th} 13 day of DECEMBER, 2011.


Susan Hargreaves

111000292472

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Susan Hargreaves, who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of DECEMBER, 2011.

Scott J. Fuerst
Notary Public

SCOTT J. FUERST
Typed, printed or stamped name of
Notary Public

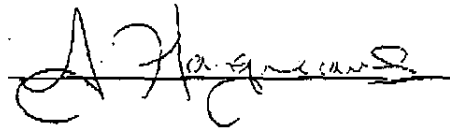
My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, SUSAN HARGREAVES, hereby accept the appointment as the registered agent of
COMPASSION BARN, INC.

Dated: December 13, 2011



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