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SECRETARY OF STATE
TALLAHASSEE FLORIDA

7/1/16



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June 27, 2016

FILE NO. 99997.034167

Via Overnight Delivery

Florida Department of State
Division of Corporations
Clifton Bldg.
2661 Executive Center Cir.
Tallahassee, FL 32301

Re: *Once Upon A Tail, Inc.*
Articles of Incorporation/Registered Agent Designation

To Whom It May Concern:

Enclosed please find the following documents pertaining to the formation of the non-profit
Once Upon A Tail, Inc.:

1. Original Articles of Incorporation;
2. Copy of Articles of Incorporation;
3. Original Certificate Designating The Address and an Agent Upon Whom Process May Be Served;
4. Check in the amount of \$35.00 for Articles of Incorporation Filing Fee;
5. Check in the amount of \$35.00 for Registered Agent Designation Filing Fee; and
6. Check in the amount of \$8.75 for Certified Copy of the Articles of Incorporation.

Please file the original Articles of Incorporation and Registered Agent Designation enclosed with this letter, and provide us with a certified copy of the Articles of Incorporation. A self-addressed, stamped return envelope has been provided for your convenience.

Please contact me if you have any questions.

Sincerely,


Kevin M. Eckhardt

Enclosures

**ARTICLES OF INCORPORATION
OF
ONCE UPON A TAIL, INC.
(A Not for Profit Corporation Organized
Under Chapter 617, Florida Statutes)**

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The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation under the Florida Not For Profit Corporation Act (the "Act"), hereby makes and adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this corporation shall be **ONCE UPON A TAIL, INC.** (the "Corporation")

**ARTICLE II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office of the Corporation is c/o Once Upon a Tail, Inc., 650 West Ave, Suite 2008, Miami Beach, Florida 33139 and the mailing address of the Corporation is c/o Once Upon a Tail, Inc., 3330 NE 190th St., Suite 315, Aventura, Florida 33180.

**ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT**

The street and mailing address and county of the Corporation's initial registered office is 650 West Ave, Suite 2008, Miami Beach, Florida 33139, in Miami Dade County, Florida. The initial registered agent at that office is Tatiana Litviakova.

**ARTICLE IV
PURPOSE**

This Corporation is a not-for-profit corporation that is organized and shall be operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code, and not for pecuniary profit and more specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

(a) To rescue and protect abandoned and unwanted companion animals and to find new loving homes for companion animals whose guardians can no longer care for them and for companion animals in animal shelters;

(b) To educate the public about ethical treatment of the companion animals, with the goal of building a stronger bond between the community and unwanted companion animals and creating a more efficient and effective system for companion animals rescue;

(c) To augment and support existing companion animals rescue organizations; and

(d) To carry on such other activities in furtherance of and support of the foregoing purposes as are lawful and proper for corporations formed under the Act and Section 501(c)(3) of the Code or the corresponding section of any future federal tax code.

ARTICLE V
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors (the "Board"). The number of members of the Board shall not be less than three (3). The number of members of the Board may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of members of the Board shall be regulated by the Bylaws of the Corporation.

ARTICLE VI
INITIAL DIRECTORS AND OFFICERS

The initial directors and officers of the Corporation are:

Ms. Tatiana Litviakova
Director and President

Ms. Josephine Bodogh
Director and Treasurer

Yulia Khinkis
Director and Secretary

ARTICLE VII
DEDICATION OF ASSETS

The property of the Corporation is irrevocably dedicated to its purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer, or other member of the Corporation, or to the benefit of any private individual.

ARTICLE VIII
DISSOLUTION

Upon the dissolution or winding up of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX
INCORPORATOR

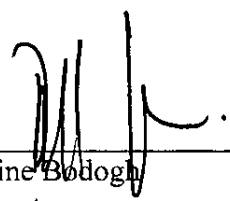
The name and address of the person signing these Articles of Incorporation are:

Josephine Bodogh
3330 NE 190th St, Suite 315
Aventura, Florida 33180

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify its directors and officers to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of this 27 day of June, 2016.



Josephine Bodogh
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

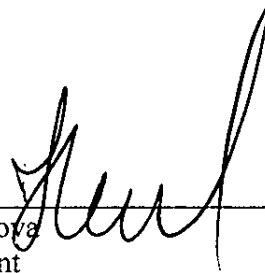
That, Once Upon a Tail, Inc., desiring to organize under the laws of the State of Florida, has named Tatiana Litviakova, located at 650 West Avenue, Suite 2008, Miami Beach, Florida 33139, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 27 day of June, 2016.

Tatiana Litviakova
Registered Agent



SECRETARY OF STATE
TALLAHASSEE FLORIDA

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