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FLORIDA PROFIT/NON PROFIT CORPORATION
Alliance for Animal Welfare, Inc.

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ARTICLES OF INCORPORATION
of
ALLIANCE FOR ANIMAL WELFARE, INC.

A Florida Not For Profit Corporation
In compliance with Chapter 617, F.S.

ARTICLE I.
Corporation Name

The name of this corporation is the "Alliance for Animal Welfare, Inc."

ARTICLE II.
Term of Existence

The period of the duration of the existence of this corporation will be perpetual and shall commence at the time of filing of the Articles of Incorporation by the Department of State.

ARTICLE III.
Purposes and Restrictions

The purposes of the corporation and restrictions on its operations are as follows:

(a) The corporation shall be organized, and at all times operated, exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (hereinafter the "Code"), including, but not limited to, the prevention of cruelty to animals by educating the public regarding the facts behind puppy mills and their substandard treatment of dogs.

(b) Notwithstanding any provision of these Articles of Incorporation to the contrary, the corporation shall be prohibited from taking any action inconsistent with its maintaining qualification as an exempt organization under section 501(c)(3) of the Code, or inconsistent with the provisions of the Florida Not For Profit Corporation Act.

(c) The corporation shall not engage in propaganda, attempt to influence legislation or participate in any political campaign on behalf of or in opposition to any candidate for public office, nor shall any part of its property or any part of the income or net earnings therefrom be devoted to such purposes.

(d) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its 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 the purposes set forth herein.

(e) During any period that it is determined to be a "private foundation," within the meaning of section 509 of the Code, the corporation shall not engage in any acts of self-dealing

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as defined in section 4941(d) of the Code; fail to distribute income at such time and in such manner as to subject it to tax under section 4942 of the Code; retain any excess business holdings as defined in section 4943(c) of the Code; make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of section 4944 of the Code; make any taxable expenditures as defined in section 4945(d) of the Code; or otherwise violate any of the provisions of Section 617.0835, Florida Statutes. The corporation also shall not participate in or be a party to any "excess benefit transaction" within the meaning of section 4958 of the Code.

(f) It is intended that the corporation shall have the status of an organization that is exempt from federal income tax under section 501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the corporation shall be construed, applied and carried out in accordance with such intent.

ARTICLE IV.
Non Stock Corporation

This corporation is organized on a non-stock basis without the issuance of shares of stock evidencing ownership.

ARTICLE V.
Principal Office and Registered Agent

The street and mailing address of the initial principal office of the corporation is 19950 West Country Club Drive, 10th Floor, Aventura, Florida 33180. The name and street address of the initial registered office of the Company is NRAI Services, Inc., 1200 South Pine Island Road, Plantation, Florida 33325.

ARTICLE VI.
Directors

The powers, business and affairs of the corporation shall be managed and directed by the Board of Directors in accordance with these Articles of Incorporation and the Bylaws. The number of directors may be increased or decreased from time to time by amendment to the Bylaws, but there shall at all times be at least three (3) directors. The Directors shall be elected and appointed as provided in the corporation's Bylaws. The names and addresses of the persons who are the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Michele Lazarow	19950 West Country Club Drive, 10 th Floor Aventura, Florida 33180
Yolanda Berkowitz	19950 West Country Club Drive, 10 th Floor Aventura, Florida 33180
Amy Zakarin	19950 West Country Club Drive, 10 th Floor Aventura, Florida 33180

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ARTICLE VII.

Incorporator

The name and address of the subscriber to the original Articles of Incorporation is Michele Lazarow, 19950 West Country Club Drive, 10th Floor Aventura, Florida 33180.

ARTICLE VIII.

Membership

The corporation shall have no members.

ARTICLE IX.

Distribution of Assets Upon Dissolution.

Upon the dissolution of the corporation, after paying or making provision for payment of all liabilities of the corporation, the Board of Directors shall distribute the assets of the corporation to any one or more exempt organizations for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, such exempt organizations to be determined by the decision of at least two thirds (2/3) of the then incumbent members of the Board of Directors.

ARTICLE X.

Amendment

These Articles of Incorporation may be amended in the manner provided by law; provided, however, any such amendment shall require the affirmative vote of at least two thirds (2/3) of the then incumbent members of the Board of Directors.

ARTICLE XI.

**Indemnification of Directors
and Officers and Limitation on Liability**

The corporation shall indemnify the directors and officers of the corporation to the full extent permitted by applicable law. No director or officer of this Corporation shall be liable to the corporation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended. Any amendment, modification, or repeal of this Article XI shall not adversely affect any right or protection of a director or officer of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

ARTICLE XII.

Bylaws

The initial Bylaws of the corporation shall be adopted by its Board of Directors. The Board of Directors may adopt, change, amend or repeal the Bylaws upon the affirmative vote of at least two thirds (2/3) of the then incumbent members of the Board of Directors.

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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.

NRAI SERVICES, INC.



By: _____

James H. Tanks III
Assistant Secretary

17 DECEMBER 2013

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I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Michele Lazarow

Michele Lazarow, Incorporator

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