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And/Restate  
R. WHITE  
JUN 01 2018

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

18 MAY 31 PM 1:14

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: The Paws Up Foundation, INC.

DOCUMENT NUMBER: N18000004309

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Patrick White  
(Name of Contact Person)

The Paws Up Foundation, INC.  
(Firm/ Company)

3406 52nd Street West  
(Address)

Bradenton, Florida 34209  
(City/ State and Zip Code)

Patrick@mypawsup.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Patrick White at 615 496-7021  
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed) |
|--|--|--|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 16, 2018

PATRICK WHITE  
3406 52ND ST W  
BRADENTON, FL 34209

SUBJECT: THE PAWS UP FOUNDATION, INC.  
Ref. Number: N18000004309

We have received your document for THE PAWS UP FOUNDATION, 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):

The attachment cannot be entitled "articles of incorporation" as the above referenced entity already has articles of incorporation on file with this office. The document can be entitled "attachment to the articles of amendment to the articles of incorporation."

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) 245-6050.

Rebekah White  
Regulatory Specialist II

Letter Number: 618A00010177

RECEIVED  
18 MAY 31 PM 12:13  
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TALLAHASSEE, FLORIDA

FILED

18 MAY 31 PM 1:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE PAWS UP FOUNDATION, INC.**

The undersigned, hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the Corporation is: **The Paws Up Foundation, Inc.**

The Articles of Incorporation were originally filed on April 17, 2018 and assigned Document Number: N18000004309

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal office and the mailing address of the Corporation shall be: 4501 Manatee Avenue West, #248, Bradenton, FL 34209-3952.

**ARTICLE III  
PURPOSE AND POWERS/LIMITATIONS**

The purposes for which the Corporation is formed are:

- A. To ensure that all pets in shelters have equal access to potential donations; that each pet in shelters is placed with an adoptive home as quickly as possible; to help slow the euthanasia rate for sheltered pets; and ultimately to see the end of euthanasia due to lack of available funds for shelters in the areas in which we operate.
- B. This organization is created for the purpose of promoting charitable giving to animal shelters and the pets in their care, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.
- C. The Corporation shall possess all powers granted under Florida Statutes provided, however, that the Corporation shall possess no powers which would otherwise disqualify it as a Corporation exempt from federal tax under the Internal Revenue Code.
- D. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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

described in section 501(c)(3). 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. 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 the 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 the corresponding section of any future federal tax code.

#### **Article IV DIRECTORS OF THE CORPORATION**

The affairs of the Corporation shall be managed by its Officers and Board of Directors. The Officers of this Corporation shall be as follows: President, Vice President, Secretary, Treasurer, and such other officers with such other duties and tenures as set forth and provided by the Bylaws of the Corporation.

The Board of Directors shall consist of not less than three (3) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws of this Corporation. The Board of Directors may change the number of directors by majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting, provided, however, that such number shall not be less than three (3).

#### **ARTICLE V MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is provided for in the Bylaws of this corporation.

#### **ARTICLE VI TERM OF EXISTENCE**

The corporation shall have perpetual existence.

#### **ARTICLE VII DISSOLUTION**

Upon Dissolution of the Corporation, all assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) the Internal Revenue 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of the Corporation shall consist of the following individuals, whose names and addresses are as follows:

President	Patrick J White 3406 52nd St West, Bradenton, FL 34209
Vice President	Jason Krywko 10411 55th Lane East, Ellenton, FL 34219
Treasurer/Secretary	Adam Leikensohn 10119 Montague Street, Tampa, FL 33626

**ARTICLE IX  
BYLAWS**

A. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

B. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors in accordance with the provisions of the Bylaws.

**ARTICLE X  
AMENDMENTS TO ARTICLES**

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.

B. Notwithstanding the foregoing Section A, the officers or directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II.

**ARTICLE XI**  
**REGISTERED OFFICE AND AGENT**

The name and street address of the initial Registered Agent and office of the Corporation shall be: WHITE, PATRICK J, 3406 52<sup>nd</sup> ST WEST, BRADENTON, FL 34209. The agent and address may be changed by the Company by such action as may be authorized by law.

I certify that I am familiar with and accept the responsibilities of the registered agent.

Registered Agent Signature:   
Patrick White

The Undersigned certifies that members are not entitled to vote on proposed amendments to the articles of incorporation, and this amended and restated articles of incorporation were adopted at a meeting of the board of directors by a majority vote of the directors then in office

  
Patrick White, President

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

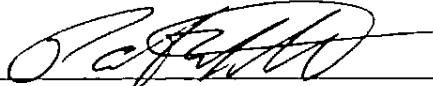
Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Adoption of Amendment(s) (CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 05/09/2018 \_\_\_\_\_

Signature  \_\_\_\_\_  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Patrick White  
\_\_\_\_\_  
(Typed or printed name of person signing)

President  
\_\_\_\_\_  
(Title of person signing)