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SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF

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Amended + Restated

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May 11, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF MAN

* RICHARD W. PRATT

1301 6TH AVENUE W., SUITE 600

BRADENTON, FL 34205

SUBJECT: SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF MANATEE COUNTY, FLORIDA, INC.

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Teresa Brown
Regulatory Specialist II

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOCIETY FOR THE PREVENTION OF CRUELTY
TO ANIMALS OF MANATEE COUNTY, FLORIDA, INC.**

I, the undersigned, do hereby subscribe my name to these Amended and Restated Articles of Incorporation for the purpose of creating a Corporation, not for profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended.

**ARTICLE I
NAME, ADDRESS AND REGISTERED AGENT AND OFFICE**

The name of this Corporation shall be **SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF MANATEE COUNTY, FLORIDA, INC.**, a Florida not-for-profit corporation (the "Corporation"). The address of the Corporation's principal place of business, and its mailing address is 5718 21st Avenue West, Bradenton, Florida 34209. The street address of the Corporation's registered agent is 1301 6th Avenue West, Suite 600, Bradenton, Florida 34205, and the name of the Corporation's registered agent is Richard W. Pratt. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

**ARTICLE II
OBJECTIVES AND PURPOSES**

The general objective and purpose of this Corporation shall be:

(1) The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, 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 the corresponding provision of any future Federal tax code.

(2) The prevention of the cruelty to animals; the promotion of the welfare of animals; the relief of the suffering of animals; the care and placement of homeless animals; the encouragement of kindness toward animals; the encouragement of and assistance in the enforcement of all laws and ordinances for the prevention of cruelty to animals and for the protection thereof, particularly, but not exclusively, the animals of Manatee County, Florida; and education of the public on the aforementioned.

(3) To create an environment for the Corporation that supports and rewards honesty, integrity and trust.

(4) To enter into contractual agreements, including but not limited to the lease, purchase and sale, of any and all kinds of real and personal property which may be necessary or appropriate for any of the foregoing objectives and purposes and to enter into agreements with persons or agents for the provision of professional services relating to the foregoing objectives and purposes.

(5) To borrow money and mortgage, pledge, encumber, or otherwise hypothecate assets of the Corporation as security therefor.

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(6) To employ the foregoing general purposes and objectives as guidelines, which are not to be construed as limitations. Said purposes may from time to time be changed through lawful procedures as directed by a vote of the Corporation's Directors in accordance with its published or adopted Bylaws. This Corporation shall also have all other common law and statutory powers as are provided by the laws of the State of Florida under which this Corporation is organized.

(7) Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization 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 III TERM OF EXISTENCE

This Corporation shall have perpetual existence, or as determined earlier by the laws of the State of Florida, or by the vote of its Directors, as provided in the Bylaws of this Corporation.

ARTICLE IV NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator of these Amended and Restated Articles of Incorporation is:

Melanie Luten, Esq.
802 11th Street West
Bradenton, Florida 34205

ARTICLE V 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) nor more than six (6) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws of this Corporation.

At any meeting of the Directors, a majority of the then elected Board of Directors shall constitute a quorum.

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**ARTICLE VI
NAMES OF DIRECTORS AND OFFICERS**

The names and addresses of the current directors who are to serve as directors until the next annual meeting of the Corporation or their successors are elected and qualified are:

Richard W. Pratt	302 45 th Street West Bradenton, Florida 34209
Mary E. Parker	4000 Riverview Boulevard Bradenton, Florida 34209
William King	3806 Riverview Boulevard Bradenton, Florida 34209
Beverly Parker	2300 76 th Street Court West Bradenton, Florida 34209
Robert G. Blalock	6705 Arbor Oaks Drive Bradenton, Florida 34209
Burdette R. Parent, Jr.	1301 6 th Avenue West, Ste. 600 Bradenton, Florida 34205

The names and addresses of the current officers who are to serve as officers until the next annual meeting of the Corporation or until their successors are elected and qualified are:

Richard W. Pratt	President
Mary E. Parker	Vice President
Robert G. Blalock	Vice President
Burdette R. Parent, Jr.	Treasurer and Secretary

**ARTICLE VII
AMENDMENT OF THE ARTICLES OF INCORPORATION**

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of a quorum of 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 the approval by the Secretary of State of Florida and 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 or which would conflict with the provisions of Article VIII and Article IX of these Articles of Incorporation.

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ARTICLE VIII
RESTRICTIONS

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

- (1) Shall distribute its income, if any, for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (or corresponding section of any future Federal tax code).
- (2) Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).
- (3) Will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or corresponding section of any future Federal tax code).
- (4) Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any Future federal tax code).
- (5) Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).
- (6) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 Section 501(c)(3) purposes. 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 publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE IX
DISSOLUTION

In the event the Corporation is dissolved by either voluntary or involuntary means, all assets of the Corporation shall be distributed to THE AMERICAN HUMANE ASSOCIATION of Denver, Colorado, or to its successor in its present work, the prevention of cruelty to animals, provided it or its successor qualifies for exemption under § 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), or for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific (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. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein. 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.

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**ARTICLE X
INDEMNIFICATION**

To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of the Corporation), by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

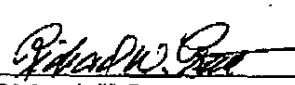
**ARTICLE XI
AUTHORIZATION**

The foregoing Amended and Restated Articles of Incorporation were approved and ratified by a unanimous written consent of the Members and Directors pursuant to that certain Members' and Directors' Unanimous Written Consent to Action, dated the 4th day of May, 2009, in accordance with Section 617.0701 and 617.0821 of the Florida Statutes and the Corporation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Amended and Restated Articles of Incorporation in accordance with Chapter 617, Florida Statutes.



Melanie Luten, Esq., Incorporator

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Richard W. Pratt