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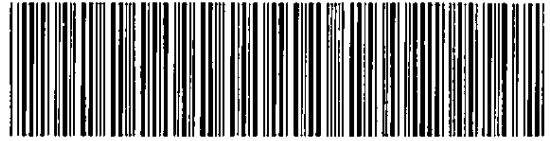
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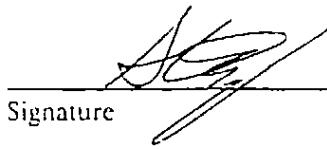
Hooked -N- Racked Foundation, Inc.

Please Debit FCA000000003 For: 70

Thank you Seth Neeley



- \_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_ L.C. File \_\_\_\_\_
- \_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_ Merger File \_\_\_\_\_
- \_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_ Cert. Copy \_\_\_\_\_
- \_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_ Officer Search \_\_\_\_\_
- \_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_ Driving Record \_\_\_\_\_
- \_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_ UCC 11 Retrieval \_\_\_\_\_
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Signature

Requested by: SN

Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

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**Articles of Incorporation of Hooked -N- Racked Foundation, Inc.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, hereby adopts the following Articles of Incorporation:

**Article I. Name.**

The name of the Corporation shall be Hooked -N- Racked Foundation, Inc.

**Article II.**

The duration of the Corporation shall be perpetual.

**Article III.**

The principal place of business and street address of the Corporation shall be:

1360 N.W. 33<sup>rd</sup> Street, Pompano Beach, Florida. 33064

The mailing address of the Corporation shall be:

1360 N.W. 33<sup>rd</sup> Street, Pompano Beach, Florida. 33064

**Article IV. Purpose**

The Corporation shall act and operate exclusively as a not for profit corporation pursuant to the laws of the State of Florida, and act and operate as a charitable organization in lessening the burdens of government, providing relief of the poor and distressed or under-privileged, and assisting in the care of stray animals.

The Corporation is organized and shall be operated exclusively for charitable, religious, educational, scientific or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter referred to as the "Code", the meaning of which shall include any amendments to the applicable section or any corresponding section of any future United States tax code), and shall have the power to make grants, expenditures, and distributions exclusively for such purposes either directly or by making contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

Subject to the restrictions and limitations set forth in this Article IV and in Article IX, the Corporation shall have all of the corporate powers as provided in Section 617.0302, Florida Statutes.

#### **Article V. Members**

The Corporation shall have no members. The entire voting power for all purposes, except as otherwise noted in these Articles, shall rest in the Board of Directors. The adult descendants of Jason Retterath shall serve as advisors to the Board, whom the Board may consult as the Board sees fit in the Board's direction. Such descendants, in their role as advisers, shall have no managerial power or responsibilities, no right to attend Board meetings and no voting power of any kind.

## **Article VI. Directors**

The Board of Directors of the Corporation shall be comprised of not less than three (3) individuals, and not more than five (5) individuals. The manner in which the directors are elected or appointed shall be as provided in the By-Laws of the Corporation; provided, however, that Jason Retterath, for his lifetime, shall be Chairman of the Board of Directors and shall have the exclusive and unilateral power to: (i) increase or decrease from time to time within the limits set forth herein the number of persons comprising the Board of Directors; (ii) elect or appoint the successor members of the Board of Directors; (iii) remove from office any director or directors at any time, with or without cause, and (iv) fill vacancies in the Board of Directors. The afore-mentioned actions shall be taken by a direction in writing, setting forth the action so taken, signed by Jason Retterath. Except with respect to the initial Board of Directors, steps shall be taken each year, as set forth by the By-Laws, so that up to two (2) adult descendants of Jason Retterath or spouses of such descendants may serve on the Board for the subsequent year. Upon the death or disability (as defined in Article XI) of Jason Retterath, the foregoing powers of this Article VI shall rest with the Board of Directors.

The names and addresses of the three (3) individuals who shall serve as the initial Board of Directors are as follows:

Jason Retterath

Chris Walker

Marta Jackson

**Article VII. Initial Registered Agent and Street Address**

The name and Florida street address of the initial registered agent are:

Jason Retterath

1360 N.W. 33<sup>rd</sup> Street

Pompano Beach, Florida. 33064

**Article VIII. Incorporator**

The name and address of the Incorporator to these Articles of Incorporation is:

Jason Retterath

1360 N.W. 33<sup>rd</sup> Street

Pompano Beach, Florida. 33064

**Article IX. Charitable Organization Provisions**

Notwithstanding any powers granted to this Corporation by its Articles, By-Laws or by the laws of the State of Florida, the following limitations of powers shall apply.

- (a) 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 purposes set forth in the purpose clause hereof. No substantial part

of the activities of the organization 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 (1) by an organization exempt from federal income tax under Section 501(c)(3) of the Code; or (2) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

- (b) Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government for public purposes. Any such assets not disposed of shall be disposed of by the circuit court for the county in which the principal office of the organization 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.
- (c) The Corporation shall distribute amounts for the purposes specified in these Articles, for each taxable year, at a time and in a manner so as not to become subject to any tax liability under Section 4942(a) of the Code.
- (d) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, which would cause any tax liability under Section 4941(a) of the Code.

- (e) The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would cause any tax liability under Section 4943(a) of the Code.
- (f) The Corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes under Section 4944 of the Code and cause any tax liability under Section 4944(a) of the Code.
- (g) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, which would cause any tax liability under Section 4945(a) of the Code.

#### **Article X. Indemnification Provision**

- (a) Terms used in this Article X shall have the meanings ascribed to them in Florida Statutes Sections 607.0850 and 617.0831 or any amended or successor sections of the Florida Statutes. No payment shall be made under this Article X to any officer, director, employee or agent of the Corporation that would constitute an act of self-dealing as defined in Section 4941(d) of the Code, which would cause any tax liability under Section 4941(a) of the Code.
- (b) Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, indemnify any person who is or was an officer, director, employee or agent of the Corporation, who was or is a party to any proceeding by reason of such status against (i) in the case of any proceeding other



than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (ii) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion.

(c) Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article X.

Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at a minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article X.

(d) Indemnification and/or advancement of expenses as provided in this Article X shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

(e) If any part of this Article X shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

#### **Article XI. Amendments to Articles**

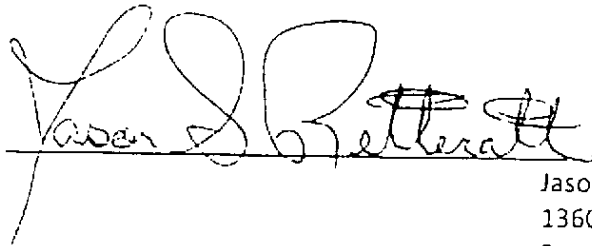
These Articles may be amended by a majority vote of the Board at any meeting of the Board, provided, however, that no amendment shall be made to any provision of these Articles, without the prior written consent of Jason Retterath. Upon the death or disability (as defined below) of Jason Retterath, all power to amend the Articles shall rest with the Board as set forth above in this Article XI. For purposes of these Articles, Jason Retterath shall be presumed to be disabled only upon the presentation of a notarized statement to that effect from two physicians selected by the Board of Directors, one of whom is either Jason Retterath's regular physician or the physician who is primarily responsible for his medical care at such time.

#### **Article XII. By-Laws**

The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws shall be set forth in the By-Laws. Such By-Laws may contain any provisions for the regulation or management of the affairs of the Corporation that are not inconsistent with the laws of the State of Florida or these Articles, as the same may from time to time be amended.

The undersigned incorporator has executed these Articles of Incorporation this 12  
day of JAN, 2024.

Incorporator:

A handwritten signature in black ink that reads "Jason Retterath". The signature is written in a cursive style and is positioned above a horizontal line.

Jason Retterath  
1360 N.W. 33<sup>rd</sup> Street  
Pompano Beach, Florida. 33064

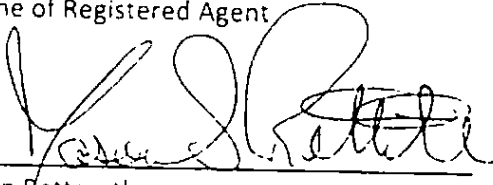
#### **Certificate of Acceptance By Registered Agent**

Pursuant to the provisions of Section 617.0501 of the Florida Statutes, the undersigned submits the following statement in accepting the designation as registered agent of Hooked -N- Racked Foundation, Inc., a Florida not for profit corporation (the "Corporation"), in the Corporation's articles of incorporation.

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

In Witness Whereof, the undersigned has executed this Certificate this 12 day of Jan, 2024.

Name of Registered Agent

By:   
Jason Retterath