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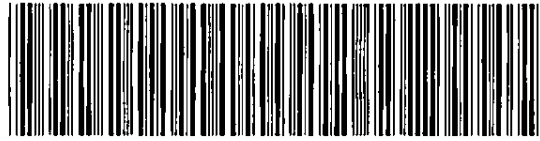
(Business Entity Name)

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TOLSON, MISSISSIPPI

T. MATTHEWS

APR 11 2024

CMS

March 21, 2024

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Subject: Submission of Articles of Incorporation for Nonprofit Corporation

Dear Sir/Madam,

I am writing to submit the Articles of Incorporation for **Canine Care USA Corporation**, a nonprofit corporation organized under the laws of the State of Florida. Our organization is committed to enhancing the well-being of dogs and cats by alleviating the financial burden associated with veterinary care through subsidizing the costs of essential veterinary services.

Enclosed, please find the following documents:

1. Cover Letter, outlining our submission and contact information.
2. Articles of Incorporation, original and one copy.
3. Check for the filing fee of \$87.50, including:
  - Filing fee: \$35.00
  - Registered Agent Designation: \$35.00
  - Certified Copy: \$8.75
  - Certificate of Status: \$8.75

We have taken great care to ensure that all necessary information and signatures are provided in accordance with the regulations set forth by the Florida Division of Corporations. If any additional documentation or information is required, please do not hesitate to contact me at 727-631-4232 or [caninecareusa@gmail.com](mailto:caninecareusa@gmail.com).

We are eager to contribute to the betterment of our community and are grateful for the opportunity to establish our nonprofit corporation in the State of Florida. We look forward to receiving approval of our submission.

Sincerely,



Alicia L Jones  
President  
Canine Care USA Corporation



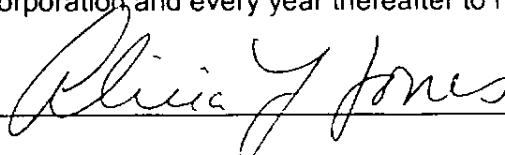
## Article VI: Incorporator

The name and address of the Incorporator is:

Alicia L Jones  
11012 Seasons Way  
Palmetto, FL 34221

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for s.817.155, F.S. I understand the requirement to file an annual report between January 1<sup>st</sup> and May 1<sup>st</sup> in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Incorporator Signature: \_\_\_\_\_



## Article VII: Initial Officers and/or Directors

The initial officers and/or directors of the corporation are:

Title: P, D  
Alicia L Jones  
11012 Seasons Way  
Palmetto, FL 34221

Title: VP, D  
Margaret Difabio  
3647 Country Pointe Place  
Palm Harbor, FL 34684

Title: T, D  
Elisa Puglia  
3087 Branch Drive  
Clearwater, FL 33760

Title: S, D  
Jamie O'Neill-DiSanza  
2225 Lawton Drive  
Clearwater, FL 33764

## Article VIII: Effective Date

The effective date for this corporation shall be: April 1, 2024

## Article IX: Charitable Purposes

This corporation is organized exclusively for charitable, religious, educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

## **Article X: Dissolution**

Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the state or local government for public purpose.

## **Article XI: Conflict of Interest Policy**

Section 1. Purpose: The purpose of the conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions: (a) Interested Person: Any director, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person. (b) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: i. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement, ii. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement. Financial interest does not include ownership in a publicly traded corporation or mutual fund.

Section 3. Procedures: (a) Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers considering the proposed transaction or arrangement. (b) Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists. (c) Procedures for Addressing the Conflict of Interest: i. An interested person may make a presentation at the governing board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. iii. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest. iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Section 4. Violations of the Conflict of Interest Policy: If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 5. Records of Proceedings: The minutes of the governing board and all committees with board-delegated powers shall contain: (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed. (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 6. Periodic Reviews: To ensure Canine Care USA Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum include the following subject. Whether partnerships, joint ventures and arrangements with management organizations conform to Canine Care USA Corporation are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.