ELVER, SLOAN & ABELL Attorneys and Counselors at Law

P.O. DRAWER 2280 LABELLE, FLORIDA 33935

(813) 675-4998

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502 EAST NEW MARKET ROAD IMMOKALEE, FLORIDA PHONE (813) 657-4544

Florida Bar No. 734926

September 19, 1992

SECRETARY OF STATE DIVISION OF CORPORATIONS PO BOX 6327 TALLAHASSEE FL 32314 -09/24/92--00067--013
DOMESTIC CHARTERS 70.00
REGISTERED ROENT--\*\*\*\*35.00
CHARTER FILING---\*\*\*\*35.00
TOTAL----\*\*\*\*70.00

Re: Animal Rescue of LaBelle, Inc. Our file #11345-E-BC

200305337392

#### Gentlemen:

RALPH ELVER

Florida Bar No. 215848

JAMES D. SLOAN Florida Bar No. 327360

Oklahoma Bar No. 002744

ANGELA M. ABELL

Enclosed you will find an original and one copy of the Articles Of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is our check in the amount of \$70.00 covering the fees and charges for the items listed below, as indicated:

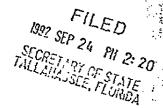
- A. Articles Of Incorporation filing fee (\$35.00).
- B. Registered Agent Designation Filing Fee (\$35.00).

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

#### ARTICLES OF INCORPORATION

OF

# ANIMAL RESCUE OF LABELLE, INC. (A Florida Nonprofit Corporation)



## ARTICLE I. NAME

The name of this corporation shall be ANIMAL RESCUE OF LABELLE, INC., and its initial location shall be 1674 Muse Road LaBelle, Fl 33935.

### ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

## ARTICLE III. PURPOSE

This corporation is a nonprofit corporation under the laws of the State of Florida. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its members, directors or officers, except to the extent permissible under law.

This corporation is organized for the following purposes:

To shelter stray and homeless animals, to care for animals in

distress and in need of care, to find homes for homeless animals.

To do such other things as are incidental to the purposes of the corporation, including engaging in the transaction of any and

Articles Of Incorporation Of Fl

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all activities permitted under the laws of Florida and the United States Of America.

## ARTICLE IV. POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

To exercise all rights and powers conferred by the State of Florida upon nonprofit corporations, including without limiting the generality of the forgoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

### ARTICLE V. LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors or officers, but 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 hereinabove set forth.

Any salaries, wages, or compensation, together with fringe benefits, paid to or provided employees, directors, or officers shall not exceed a value which is reasonable and commensurate with

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the duties and activities associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

The purposes for which ANIMAL RESCUE OF LABELLE, INC.is organized, are exclusively charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federa; income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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 Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. If such assets cannot be so distributed, they may be distributed to a local, state, or federal government for a public purpose; but, any such assets so disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of the corporation is located, exclusively for the purposes set out herein.

This corporation is specifically precluded from engaging in any prohibited activity as defined in Section 617.0105, Florida Statutes.

# ARTICLE VI. MEMBERSE P

Any person who agrees to be bound by these Articles Of Incorporation, the corporate Bylaws, and any rules and regulations which the Board Of Directors may from time to time adopt, who completes a membership application form, and who is qualified for membership as set out in the Bylaws, is eligible and qualified for membership in this corporation.

The corporate Bylaws may provide the Board Of Directors further discretionary powers relating to membership, including but not limited to designating classes of membership, voting rights, and procedures for membership.

#### ARTICLE VII. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board Of Directors.

Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board Of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board Of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board Of Directors without a meeting, and that these Articles

Of Incorporation authorize the Board Of Directors to so act. Such a statement shall be prima facia evidence of such authority.

## ARTICLE VIII. BOARD OF DIRECTORS

This corporation's initial Board Of Directors shall have three (3) directors. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than three (3).

The directors shall be elected annually. The manner of the election of the directors shall be specified in the corporate Bylaws. The directors named herein, comprising the initial Board Of Directors, shall hold office until the election of directors at the first annual membership meeting.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Diane G. Sheppard, 1674 Muse Rd., LaBelle, Fl Peter Sheppard, 1674 Muse Rd., LaBelle, Fl Weimer Lowery, 100 Hall St., LaBelle, Fl Dallas Stockwell, 1671 Muse Rd., LaBelle, Fl Lisa Svensson, 544 Baywood Dr., LaBelle, Fl.

#### ARTICLE IX. OFFICERS

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board Of Directors. The manner of the election of the officers shall be

Articles Of Incorporation Of FI

specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board Of Directors' meeting.

The names of the initial officers are:

<u>Office</u>

Name

President

Diane G. Sheppard

Vice President

Secretary

Treasurer

## ARTICLE X. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

### ARTICLE XI. INCORPORATOR

The name and residence address of each of the subscribers to these Articles Of Incorporation are:

Diane G. Sheppard, 1674 Muse Rd. LaBelle, Florida; Weimer Lowery, 100 Hall St. LaBelle, Florida; Peter Sheppard, 1674 Muse Road, LaBelle, Florida; Dallas Stockwell, 1671 Muse Road, LaBelle, Florida; Lisa Svensson, 544 Baywood Drive, LaBelle, Florida

## ARTICLE XII. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board Of Directors. The corporate Bylaws may be altered, amended or repealed, in whole or in part, by the Board Of Directors in the manner provided therein. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

## ARTICLE XIII. AMENDHENT

Amendments to these Articles Of Incorporation may be proposed by resolution adopted by the Board Of Directors and presented to a quorum of this corporation's members for their vote. Such amendments may be adopted by a vote of majority of the quorum of this corporation's members.

## ARTICLE XIV. NONSTOCK BASIS

This corporation is organized on a nonstock basis. It shall not issue shares of stock.

## ARTICLE XV. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 1674 Muse Road, LaBelle, Fl 33935.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Diane G. Sheppard.

The undersigned, constituting this corporation's designated registered agent, who hereby accepts designation as registered agent, and this corporation's subscribers, for the purpose of forming this nonprofit corporation under the laws of Florida, have

Articles Of Incorporation Of F1

executed these ARTICLES OF INCORPORATION OF ANIMAL RESCUE OF LABELLE, INC. on the dates indicated next to their signatures.

Diane G. Sherbard Registered agent	8-19-92. Date
Subscriber, Diane G. Sheppard	8-19-92.
Llama D. Formers Subscriber, Weimer Lowery	8-19-93) Date
Lallas Stachmell Subscriber, Dallas Stockwell	8-19-92 Date
Subscriber, Lisa Svensson	8/19/92.

Subscriber, Peter Sheppard

### ANIMAL RESCUE OF LABELLE, INC. REGISTERED AGENT DESIGNATION CERTIFICATE

The undersigned, pursuant to the provisions of Florida Statutes Section 607.325 and as an officer of ANIMAL RESCUE OF LABELLE, INC., authorized to sign this designation on behalf of ANIMAL RESCUE OF LABELLE, INC., hereby state.

YVT.

The address of this corporation's registered office, where service of process within the State of Florida may be served upon this corporation's registered agent, shall be:

1674 Muse Road, LaBelle, Florida 33935.

XVII.

The name of the individual who shall serve as this corporation's registered agent, to accept service of process within the State of Florida, at that address is:

Diane G. Sheppard.

ACCEPTANCE

Having been named as the registered agent, to accept service of process for the above named corporation, within the State of Florida, at the registered office address indicated above, for ANIMAL RESCUE OF LABELLE, INC., I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of ANIMAL RESCUE OF LABELLE, INC., and I further agree to comply the provisions of all statutes relative to the proper and complete performance of my duties, and particularly to comply with Section 607.325, Florida Statutes.

Registered Agent

Date

Registered Agent Designation Certificate

CO-RADC-2

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DIANE SHEPPARD Director President

PLEASE READ ALL INSTRUCTIONS BEFORE	
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