

N980000000044

LAW OFFICES  
J. PATRICK FLOYD

REPLY TO:  
408 LONG AVENUE  
POST OFFICE DRAWER 950  
PORT ST. JOE, FLORIDA 32457-0950  
(850) 227-7413

20 AVENUE D, SUITE 208  
POST OFFICE BUILDING  
APALACHICOLA, FLORIDA 32320  
(850) 653-2709

December 29, 1997

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-01/02/98--01081--013  
\*\*\*\*122.50 \*\*\*\*122.50

State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

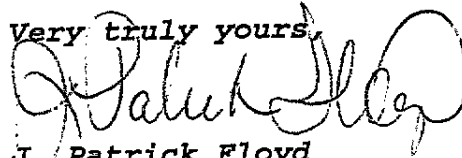
Re: Articles of Incorporation  
St. Joseph Bay Humane Society

Dear Ladies and Gentlemen:

Please find enclosed the original and one copy of Articles of Incorporation for a non-profit corporation, St. Joseph Bay Humane Society, together with my check in the amount of \$122.50 to cover the filing fee. Please file the original Articles of Incorporation and return a certified copy to me.

Thank you for your cooperation and assistance in this matter.

Very truly yours,

  
J. Patrick Floyd

JPF/pb

Enclosure: as stated

Peggy GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT add Inc. to corp name  
DATE 1-6-98 add corp address to Article I  
BY BB

STATE  
TALLAHASSEE, FLORIDA

98 JAN -2 PM 2:07

FILED

FILED

ARTICLES OF INCORPORATION

98 JAN -2 PM 2:07

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ST. JOSEPH BAY HUMANE SOCIETY, INC.

The undersigned, acting as incorporator of a corporation not for profit under Florida Statutes, Chapter 617, adopt the following Articles of Incorporation for such corporation not for profit:

ARTICLE I - NAME

The name of the corporation is ST. JOSEPH BAY HUMANE SOCIETY, INC. The principal place of business and mailing address of the corporation shall be 1006 McClelland Avenue, Port St. Joe FL 32456.

ARTICLE II - PURPOSE

The purpose for which this corporation not for profit is organized and created for the humane care and treatment of animals.

ARTICLE III - MEMBERSHIP

The qualifications for members and their manner of admission shall be stated and set forth in the Bylaws of this corporation.

ARTICLE IV - DIRECTORS

The corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished from time to time by the Bylaws, but shall never be less than two (2) or more than nine (9).

ARTICLE V - INITIAL DIRECTORS

The name and addresses of the initial Directors who shall hold office until their successors are elected and have qualified are:

NAME

ADDRESS

John Stanley

220 Violet Pippin Drive  
Wewahitchka, FL 32465

Carolyn M. Lee

1006 McClelland Avenue  
Port St. Joe, FL 32456

Laura Katheyn Rogers

112 Gulf Street  
Port S. Joe, FL 32456

Nadine Lee

6336 Highway 98  
Port St. Joe, FL 32456

ARTICLE VI - INCORPORATORS

NAME

ADDRESS

Carolyn M. Lee

1006 McClelland Avenue  
Port St. Joe, FL 32456

ARTICLE VII - TRANSACTIONS IN WHICH DIRECTORS  
ARE INTERESTED

In the event that the corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members or employees, or with any other corporation or association of which one or more of its Directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in anywise affected by the fact that such Director or Directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation.

PROVIDED, HOWEVER, that in any such case the fact of such interest shall be disclosed to the other Directors or shareholders acting upon or in reference to such contract or transaction. No Director or Directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereon. PROVIDED, also, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time, were fair.

ARTICLE VIII - INDEMNIFICATION OF DIRECTORS  
AND OFFICERS

Each Director and officer of the Corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a Director or officer of the corporation (said expenses to include attorney's fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except

in such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or Director. Such right of indemnification shall be exclusive of any other rights to which a Director or officer may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such Director or officer.

ARTICLE IX - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Department of State of Florida within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these Articles are filed with the Department of State.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 23<sup>rd</sup> day of December, 1997.

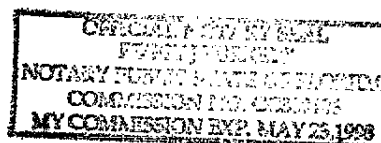
Carolyn M Lee  
CAROLYN M. LEE

STATE OF FLORIDA  
COUNTY OF GULF

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CAROLYN M. LEE, known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23<sup>rd</sup> day of December, 1997.

Joan Butler  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES:



IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST, that ST. JOSEPH BAY HUMANE SOCIETY, <sup>INC.</sup> desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Port St. Joe, County of Gulf, State of Florida, has named J. Patrick Floyd, 1104 Monument Avenue, Gulf County, Florida as its agent to accept service of process within this State.

#### ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I HEREBY ACCEPT to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: J. Patrick Floyd  
J. PATRICK FLOYD

FILED  
98 JAN -2 PM 2:07  
TALLAHASSEE, FLORIDA