

N 99000003094

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

RE: Daphne Foundation, Inc.

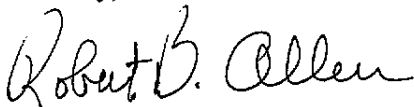
Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of incorporation for the above named not for profit corporation. Also enclosed is a check for \$78.75 to cover the filing fee and a certified copy of the articles of incorporation.

Please return the certified copy to the following address:

Robert B. Allen
1641 Binney Drive
Ft. Pierce, Florida 34949

Sincerely,


Robert B. Allen

Enclosures

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*****78.75 *****78.75

FILED
99 MAY 17 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 19 1999

ARTICLES OF INCORPORATION

of

Daphne Foundation, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: FLORIDA DEPARTMENT OF STATE:

The undersigned natural person of the age of twenty-one years or more, acting as incorporator, adopts the following Articles of Incorporation pursuant to Florida Not for Profit Corporation Act:

- FIRST: The name of the corporation shall be: Daphne Foundation, Inc.
- SECOND: The principal place of business and the mailing address of the corporation shall be: 1641 Binney Drive, Ft. Pierce, Florida 34949.
- THIRD: The corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code. (All references to sections in these Articles refer to the Internal Revenue Code of 1986 as amended or to comparable sections of subsequent internal revenue laws.) Specifically, the corporation is organized to provide support and fund animal welfare organizations and projects. In pursuance of these purposes it shall have the powers to carry on any business or other activity which may be lawfully conducted by a corporation organized under Chapter 617 of the Florida Statutes, whether or not related to the foregoing purposes, and to do all things necessary, proper and consistent with maintaining tax exempt status under section 501(c)(3).
- FOURTH: The number of directors constituting the initial Board of Directors is five, and the names and addresses, including street number, of the persons who are to serve as the initial directors until the first annual meeting, or until their successors are elected and qualified, are:

Robert B. Allen, 1641 Binney Drive, Ft. Pierce FL 34949;
Nancy Allen, 1641 Binney Drive, Ft. Pierce FL 34949;
Jane Allen Shikoh, 74 Liberty Ave., Rockville Centre, NY 11570;
Jeffrey Dean, 227 Cinnamon Lake Circle, Melbourne, FL 32901;
and
Diane Dean, 227 Cinnamon Lake Circle, Melbourne, FL 32901.

The members of the Board of Directors shall elect their successors in accordance with the policies and procedures included in the Bylaws.

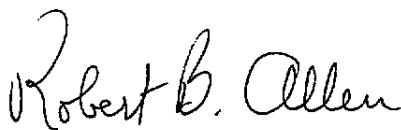
FIFTH: The registered agent is Robert B. Allen, who is a resident of the state of Florida and a director of the corporation, and the address of its initial registered office is 1641 Binney Drive, Ft. Pierce, FL 34949.

SIXTH: The internal affairs of the corporation shall be regulated by its Board of Directors as described in the Bylaws. Upon dissolution of the corporation, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organizations under section 501(c)(3).

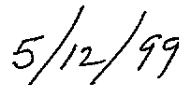
SEVENTH: No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this corporation shall be limited to reasonable amounts. No substantial amount of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this corporation shall not intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles or of any Bylaws adopted thereunder, this corporation shall not take any action not permitted by the laws which then apply to this corporation.

EIGHTH: The name and address, including street and number, of the incorporator to these Articles of Incorporation is:

Robert B. Allen
1641 Binney Drive
Ft. Pierce, FL 34949

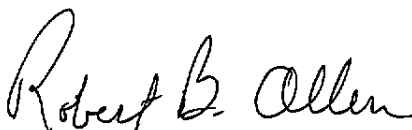


Robert B. Allen, Incorporator

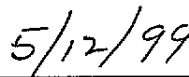


Date

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.



Robert B. Allen, Registered Agent



Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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