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JONATHAN S. DEAN P.A.\*  
MICHAEL E. DEAN  
SUSAN E. DEAN P.A.  
DAVID E. MIDGETT P.A.

A LIMITED LIABILITY PARTNERSHIP  
CONSISTING OF PROFESSIONAL ASSOCIATIONS  
ATTORNEYS AT LAW

MAILING ADDRESS:  
230 N.E. 25TH AVENUE  
OCALA, FLORIDA 34470-2938

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\*CERTIFIED CIRCUIT COURT MEDIATOR

September 29, 1999

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

500003001275--6  
-09/30/99--01035--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: SPCA OF MARION COUNTY, INC.

Dear Sirs:

Enclosed please find our firm's check in the amount of \$78.75 representing the filing fee for the enclosed Articles of Incorporation. I have also enclosed a copy of the Articles to be returned marked "Filed."

If you have any questions regarding the aforementioned, please do not hesitate to contact me.

Very truly yours,

DEAN AND DEAN, L.L.P.

*Mary Lou Rountree*  
Mary Lou Rountree  
Secretary

FILED  
99 NOV - 4 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/mlr  
Enclosures

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T BROWN NOV - 5 1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 5, 1999

MARY LOU ROUNTREE  
DEAN & DEAN  
230 NE 25TH AVENUE  
OCALA, FL 34470-2938

SUBJECT: SPCA OF MARION COUNTY, INC.  
Ref. Number: W99000022886

We have received your document for SPCA OF MARION COUNTY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown  
Corporate Specialist

Letter Number: 199A00048148

ARTICLES OF INCORPORATION  
OF  
SPCA OF MARION COUNTY, INC.

FILED  
99 NOV -4 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA NONPROFIT CORPORATION

ARTICLE I

Corporate Name

The name of this corporation is **SPCA OF MARION COUNTY, INC.** The corporation's principal office address is P. O. Box 771841, Ocala, Florida 34477.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

## ARTICLE IV

### Purposes

The primary purpose for which this corporation is formed is to provide for the humane treatment and care of animals. Notwithstanding any other provision of this document, the organization 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 Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE V

### Management of Corporate Affairs

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be eight (8), provided, however, that such number may be changed by bylaw duly adopted by the members. In no case shall the number of members of the Board of Directors be less than three (3).

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

The Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 10710 S.W. 63<sup>rd</sup> Avenue, Ocala, Florida in the month of September or at any such other time or place as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the

Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Marie Staples  
10710 S.W. 63<sup>rd</sup> Avenue  
Ocala, FL 34476

Joyce Eschenbacher  
10835 S.W. 63<sup>rd</sup> Ave.  
Ocala, FL 34476

Barbara K. Stormant  
16382 W. Hwy 40  
Ocala, FL 34481

Adele R. Karlin  
8653-E S.W. 96<sup>th</sup> Street  
Ocala, FL 34481

Teresa L. Grzyb  
P. O. Box 771052  
Ocala, FL 34477

Jodi Syzmanski  
9035-B S.W. 94<sup>th</sup> Street  
Ocala, FL 34481

Judy Karlin  
P. O. Box 272  
Reddick, FL 32686

Stephen W. Bowers  
P. O. Box 771052  
Ocala, FL 34477

(b) Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President

Marie Staples

Vice President

Joyce Eschenbacher

Secretary

Adele R. Karlin

Treasurer

Barbara K. Stormant

## ARTICLE VI

### Earnings and Activities of the Corporation

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Directors, 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 the purposes set forth in Article IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propoganda, 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 any candidate for public office.

(c) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE VII

### Distribution of Assets

Upon the dissolution of the 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 a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of 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.

ARTICLE VIII

Membership

The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

ARTICLE IX

Subscribers

The names and residence addresses of the Subscribers of this corporation are as follows:

Marie Staples  
10710 S.W. 63<sup>rd</sup> Avenue  
Ocala, FL 34476

Adele R. Karlin  
8653-E S.W. 96<sup>th</sup> Street  
Ocala, FL 34481

ARTICLE X

Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to or new Bylaws may be adopted either by a resolution of the Board of Directors, or by following the procedures set forth therefor in the Bylaws.

ARTICLE XI

Dedication of Assets

The property of this corporation is irrevocably dedicated and no part of the net income or net assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

Registered Agent and Office

The address of the corporation's registered office shall be 10710 S.W. 63<sup>rd</sup> Avenue, Ocala, Florida 34476 and the name of its registered agent at said address shall be Marie Staples.

ARTICLE XIII

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida have executed these Articles of Incorporation on this \_\_\_\_ day of September, 1999.

Marie H. Staples  
Marie Staples, President

Adele R. Karlin  
Adele R. Karlin, Secretary

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me on the 21 day of September, 1999 by **MARIE STAPLES**, who had produced FDL# S314-546-22-915-9 as identification.

B. Dawn Rountree  
NOTARY PUBLIC





STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me on the 21 day of  
September, 1999 by ADELE R. KARLIN, who has produced  
FLD# K645-008-19-867-0 as identification.



B Dawn Rountree  
My Commission CC665754  
Expires July 22, 2001

B. Dawn Rountree  
NOTARY PUBLIC

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent for **SPCA OF MARION COUNTY, INC.**, I hereby accept the designation and agree to act as the Registered Agent of said corporation.

Dated: November 01, 1999

*Marie Staples*  
\_\_\_\_\_  
MARIE STAPLES

**FILED**  
99 NOV -4 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA