

763212

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

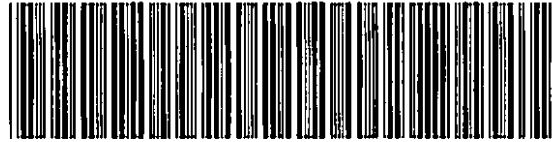
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Security

Office Use Only



700387606367

05/18/22--01014--008 **43.75

FILED
2022 MAY 18 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

76

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: VOLUNTEER SERVICES FOR ANIMALS, INC.

DOCUMENT NUMBER: 763212

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lenore T. Brakefield, Esq.

Name of Contact Person

Woodward Pires & Lombardi, PA

Firm/ Company

Address

3200 Tamiami Trail North, Suite 200

City/ State and Zip Code

lbrakefield@wpl-legal.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lenore T. Brakefield

at (239)

649-6555

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

Volunteer Services for Animals, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

763212

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

3384 Balboa Cir. W
Naples, FL 34105

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

6017 Pine Ridge Rd 330
Naples, FL 34119

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

Phyllis Estes

3384 Balboa Cir W.
(Florida street address)

New Registered Office Address:

Naples

(City)

Florida

34105
(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Phyllis Estes

Signature of New Registered Agent, if changing

Check if applicable

☒ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2022 MAY 18 PM 2:43

FILED

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>P</u>	<u>Phyllis Estes</u>	<u>3384 Balboa Cir. W</u> <u>Naples, FL 34105</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>VP</u>	<u>Christine Avery</u>	<u>9802 Rocky Bank</u> <u>Naples, FL 34109</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>Angela Fieger</u>	<u>1075 28th Ave. N</u> <u>Naples, FL 34103</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>T</u>	<u>Amy Gaffney</u>	<u>2461 Pinewoods Cir.</u> <u>Naples, FL 34105</u>
5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Jane Chetowski</u>	<u>1828 Santa Barbara Bl</u> <u>Naples, FL 34116</u>
6) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Mendy Gordon</u>	<u>6462 Birchwood Ct.</u> <u>Naples, FL 34109</u>

FILED
2022 MAY 18 PM 2:43
CLERK OF STATE
TALLAHASSEE, FL 32304

E. If amending or adding additional Articles, enter change(s) here:
(Attach additional sheets, if necessary). (Be specific)

FILED

2022 MAY 18 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FL 32399

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares,
provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

NA

The date of each amendment(s) adoption: 12-7-21, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

The number of votes cast for the amendment(s) was/were sufficient for approval
by Board of Directors
(voting group)

Dated 12-7-21

Signature Phyllis Estes
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Phyllis Estes
(Typed or printed name of person signing)

President
(Title of person signing)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2022 MAY 18 PM 2:43

FILED

AMENDED ARTICLES OF INCORPORATION
OF
VOLUNTEER SERVICES FOR ANIMALS, INC.

The undersigned subscriber(s) of these Amended Articles of Incorporation, a natural person competent to contract, do hereby voluntarily associate themselves for the purpose of executing these Amended Articles of Incorporation and state that the statements set forth below herein are true and correct.

ARTICLE I

Name

The name of this corporation is VOLUNTEER SERVICES FOR ANIMALS, INC.

ARTICLE II

Purpose

This corporation is organized for the following purposes:

A. The purpose of the corporation shall be to provide assistance to animals in a geographic area determined by the Board of Directors and to administer funds donated to the corporation for such purposes, as specified in Section 501 (c)(3) of the Internal Revenue Code of 1954.

A-1. Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under sections 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

B. To fulfill all of the purposes listed above and to exercise all of the powers listed below.

C. The purpose of this Corporation will not include or permit pecuniary gain or profit, nor distribution of its' income to its' officers or directors. Said corporation is organized exclusively for charitable and educational purposes, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III

Powers

This Corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida, consistent with the Articles.

ARTICLE IV

Board of Directors

The affairs of this corporation shall be managed by a Board of Directors. The initial Board shall consist of three (3) directors. The number of Directors may be increased by the Bylaws of this corporation, but shall never be less than three (3) Directors.

A majority of the Directors currently serving as such shall constitute a quorum. Except as herein otherwise specified, the decision of the majority of the Directors present at a meeting in which a quorum is present shall be required and shall be sufficient to authorize any action on behalf of the corporation. Each Director shall be entitled to one vote in every matter presented to the Board of Directors.

Any meeting of the members of the Board of Directors of the corporation may be held within or without the State of Florida.

ARTICLE V

Officers and Directors

The affairs of this corporation shall be administered by the Officers and Directors designated in the Bylaws.

ARTICLE VI

Dissolution

This corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Board of Directors. Upon dissolution of this corporation, other than incident to a merger or consolidation, its' assets, both real and personal, shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization which is devoted to purposes similar to those of this corporation. In the event of

dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE VII

Bylaws

The first Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the officers and directors in the manner provided by the Bylaws.

ARTICLE VIII

Amendments

These Articles of Incorporation may be amended by the act of the Officers and Directors of the corporation such amendments may be proposed and adopted in the manner provided in the Bylaws of the corporation.

ARTICLE IX

Director Conflicts of Interest

No contract or other transaction between this corporation and one or more of its' Directors, or between this corporation and any other corporation, firm, association, or other entity in which one or more of the Directors are Directors or officers, or financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors or committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their vote accounted for such purpose, if:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consents sufficient for such purpose without counting the vote or votes of such interested Director or Directors; or

B. The fact of such relationship or interest is disclosed or known to the Officers or Directors entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board or committee or the Board of Directors. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE X

Indemnification

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in its' capacity as Director, officer, employee, or agent of the corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise which he served as such at the request of the corporation, shall be indemnified by the corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The corporation shall pay such expenses, including attorneys' fees, in advance of the final disposition of any such action, suit, or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he is entitled to indemnification by the corporation for such expense. Indemnification here under shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a Director, officer, employee, or agent of another corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability hereunder.

ARTICLE XI

Principal Office

The principal place of business shall be at the address as determined by the Board of Directors.

ARTICLE XII
Registered Office

The street address of the corporation's initial registered agent and the name of its initial registered agent at such address shall be determined by the Board of Directors.

ARTICLE XIII
Registered Office and Agent

The name and street address of the Initial Registered office of this Corporation is Volunteer Services For Animals The name of the Initial Registered Agent is Phyllis Estes Said Agent shall indicate acceptance of said designation by executing these Amended Article of Incorporation where indicated.

The undersigned subscriber has executed these Amended Articles of Incorporation this 7th day of May, 2022.

Phyllis Estes

STATE OF Florida
COUNTY OF Collier

The foregoing instrument was acknowledged before me by means of ☐ physical presence or ☐ online notarization this 7th day of May, 2022, by Phyllis Estes of Volunteer Services for Animals who is ☒ personally known to me, ☐ or who presented _____ as identification and did take an oath.



AMY E. GAFFNEY
Commission # GG 942229
Expires April 23, 2024
Bonded Thru Budget Notary Services

Amy E. Gaffney
Notary Public Signature

Amy E. Gaffney
Notary Public Printed Name

Notary Rubber Stamp Seal