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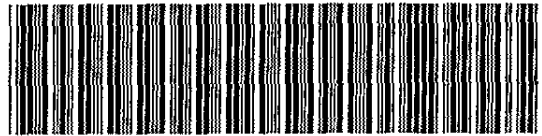
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SECRETARY OF THE
CLERK OF THE COURT



American Institute of
Certified Public Accountants

Florida Institute of
Certified Public Accountants

J.P. SPILLANE, Certified Public Accountant
12788 W. Forest Hill Blvd., Suite 2005
Wellington, FL 33414
Office (561) 790-1488
Fax (561) 790-6830

June 6, 2003

Corporation Records Bureau
Department of State
P. O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Please see enclosed original and copy of Articles of Incorporation for IDLE HOUR FARM, INC.

Also please see enclosed check in the amount of \$70.00 to cover the costs of incorporation fees of said corporation.

If there are any questions regarding this corporation, please call the number listed.

Sincerely,

A handwritten signature in black ink, appearing to read "J.P. Spillane". The signature is fluid and cursive, with a large, stylized initial "J".

J. P. Spillane, C. P. A.

JPS:wsk



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 13, 2003

J.P. SPILLANE, C.P.A.
12788 W FOREST HILL BLVD STE 2005
WELLINGTON, FL 33414

SUBJECT: IDLE HOUR FARM, INC.
Ref. Number: W03000017103

We have received your document for IDLE HOUR FARM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 245-6059 for information) or designate another entity that is active according to our records.

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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 203A00036893

*Change
attached*

**ARTICLES OF INCORPORATION
OF
IDLE HOUR FARM, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non-profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **IDLE HOUR FARM, INC.**, (hereinafter "Corporation").

ARTICLE 11 - PRINCIPLE OFFICE

The principal office of the Corporation for the transaction of business is to be: 2978 Palm Deer Drive, Loxahatchee, Florida 33470.

ARTICLE III - PURPOSE OF CORPORATION

The Corporation is organized exclusively to save, rescue, and rehabilitate animals, including, the training and re-schooling of such animals in cooperation with non-profit animal adoption and rescue 501 (c) (3) organizations.

ARTICLE IV - PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of , or be distributable to its members, trustees, 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 Second hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V - OFFICERS

The Directors shall be elected by a majority vote of the Members of this Corporation. The officers of the Corporation shall be:

President:	Allene Simmons 2978 Palm Deer Drive, Loxahatchee, FL 33470
Vice President:	Don Patterson 2978 Palm Deer Drive, Loxahatchee, FL 33470
Secretary:	Allene Simmons 2978 Palm Deer Drive, Loxahatchee, FL 33470
Treasurer:	Don Patterson 2978 Palm Deer Drive, Loxahatchee, FL 33470

ARTICLE VI - INCORPORATOR

The name and street address of the incorporation of this Corporation is:

Allene Simmons
2978 Palm Deer Drive
Loxahatchee, FL 33470

ARTICLE VII - DIRECTORS

The Directors of the Corporation shall be:

Allene Simmons, 2978 Palm Deer Drive, Loxahatchee, FL 33470
Don Patterson, 2978 Palm Deer Drive, Loxahatchee, FL 33470
J. P. Spillane, 12788 W. Forest Hill Blvd., Ste. #2005, Wellington, FL 33414

ARTICLE VIII - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IX - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE X - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE XI - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE XII - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XIII - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is J. P. Spillane, located at 12788 W. Forest Hill Blvd., Suite 2005, Wellington, FL 33414. The name and address of the registered agent of the Corporation is J. P. Spillane, 12788 W. Forest Hill Blvd., Suite 2005, Wellington, FL 33414.

ARTICLE XIV - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVI - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which

the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XVII - DISSOLUTION

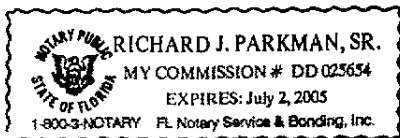
Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Corporation 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.

In witness whereof, the undersigned, as subscribing incorporator, has hereinto set her hand and seal this 5th day of June, 2003, for the purpose of forming this corporation under the Laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Allene Simmons

Allene Simmons, Incorporator

Sworn to and subscribed before me this 5th day of June, 2003, by Allene Simmons
who is personally known to me or who produced a _____ as identification.



(Seal)


Notary Public, State of Florida

Richard J. Parkman, Sr.

Richard J. Parkman, Sr.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

J. P. Spillane, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.


J. P. Spillane

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SECRETARY OF STATE
TALLAHASSEE - FLORIDA