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7-23-97 : 8:50AM : AKERMAN SENTERFITT Department of State:# 1/ 6

7/23/97

8:41 AM

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FLORIDA DEPARTMENT OF CORPORATIONS  
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((H97000011969 7))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000  
FROM: AKERMAN SENTERFITT & EIDSON ACCT#: 076656002425  
CONTACT: JEAN FISHER  
PHONE: (407)843-7860 FAX #: (407)843-6610

NAME: ORLANDO HUMANE SOCIETY, INC./SOCIETY FOR THE

AUDIT NUMBER.....H97000011969

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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*Amendment  
7-23-97  
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FILED  
97 JUL 23 PM 3:25  
TALLAHASSEE, FLORIDA

SENT BY:

7-23-87 ; 8:50AM ; AKERMAN SENTERFITT- Department of State:# 2/ 6  
Fax Audit No. H97000011969

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ORLANDO HUMANE SOCIETY, INC./SOCIETY FOR THE PREVENTION OF  
CRUELTY TO ANIMALS OF CENTRAL FLORIDA  
(S.P.C.A. OF CENTRAL FLORIDA)

FILED  
91 JUL 23 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to Sections 617.1002 and 617.1006, Florida  
Statutes, the Articles of Incorporation of ORLANDO HUMANE  
SOCIETY, INC./SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF  
CENTRAL FLORIDA (S.P.C.A. OF CENTRAL FLORIDA) are hereby amended  
as follows:

**FIRST:** Articles I through XIII of said Articles of  
Incorporation are amended by deleting the provisions of said  
Articles I through XIII as the same now exist, and by  
substituting in lieu thereof, the following:

**ARTICLE I**

**Name**

The name of this Corporation shall be ORLANDO HUMANE  
SOCIETY, INC./SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF  
CENTRAL FLORIDA (S.P.C.A. OF CENTRAL FLORIDA) and the street  
address of its current principal place of business shall be  
located at 2727 Americana Blvd., Orlando, Florida 32839.

**ARTICLE II**

**Term**

This Corporation shall have perpetual existence unless  
sooner dissolved according to law.

**ARTICLE III**

**Purpose**

The purposes for which this Corporation is organized are  
exclusively charitable purposes within the meaning of Section

jfisher.art-inc.art-amdnt-spcn

Fax Audit No. H97000011969

Prepared by: Michael McMahon, Esq. Fl. Bar # 201189  
Akerman, Senterfitt & Eidson, P.A.  
P.O. Box 231  
Orlando, FL 32802-0231  
(407) 843-7860

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7-23-87 : 8:51AM : AKERMAN SENTERFITT- Department of State:# 3/ 6

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501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), not for pecuniary profit, including the performance of the following activities exclusively for such purposes, except as restricted by Article IX herein:

A. The general nature and the object of this corporation shall be: To inculcate the spirit of kindness and mercy toward animals; to provide effectively for the protection and prevention of cruelty to animals; to maintain a shelter to provide a home for and to care for homeless and unwanted animals; to promote humane means of limiting pet overpopulation; and to disseminate information and educational materials pertaining to these objects; and

B. The exercise of all powers conferred on a corporation organized under the Florida Not For Profit Corporation Act as currently in effect and as it may be amended, and all such other powers as are permitted by applicable law.

#### ARTICLE IV

##### Members

The qualification for members and the manner of their admission and expulsion shall be as regulated by the Bylaws. This Corporation is organized upon a nonstock basis and shall not issue shares of stock.

#### ARTICLE V

##### Registered Office and Registered Agent

The street address of the registered office of this Corporation is Suite 1000, 255 S. Orange Avenue, Orlando, Florida 32801, and the name of the initial registered agent of this Corporation at that address is MICHAEL P. MCMAHON.

#### ARTICLE VI

##### Officers

The affairs of this corporation shall be managed by the officers of the corporation as provided in the by-laws.

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## ARTICLE VII

### Board of Directors

The Board of Directors of the Corporation shall initially consist of nine (9) directors. The number of directors shall be specified, from time to time, by the Bylaws; provided, however, that the number of directors shall never be less than three (3).

The method of election of directors shall be as stated in the Bylaws. The duties of the Board of Directors shall be fixed by the By-Laws of the corporation.

## ARTICLE VIII

### Bylaws

The By-Laws of this corporation shall be made, altered and rescinded by a majority of the Board of Directors.

## ARTICLE IX

### Amendment

Amendments to the Articles of Incorporation of this corporation shall be proposed by any member of the Board of Directors of this corporation and approved by a majority of the Board of Directors.

## ARTICLE X

### Restrictions and Interpretation

Section 1. 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 III hereof.

Section 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent the Corporation has elected to come under the provisions of the Code allowing certain lobbying expenditures), 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.

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Section 3. Notwithstanding any other provision of these Articles of Incorporation, 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code") or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4. It is intended by the provisions of these Articles of Incorporation that the Corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or hereafter amended. Accordingly, no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the Corporation.

#### ARTICLE XI

##### Restriction of Officers

No officer of this corporation shall enter into any contract for the purpose of sale of land or incur any indebtedness in the name of the corporation or pledge the security of the corporation without express authority of a majority of the Board of Directors, obtained at a meeting duly constituted.

#### ARTICLE XII

##### Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment from the assets of the Corporation of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code. Such disposition may include the distribution of assets to an organization or organizations organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code with the primary recipient being an exempt organization in the Central Florida area performing functions as most nearly similar to this corporation's activities, or if no such corporation exists, then to "The American Humane Association" provided it is a Section 501(c)(3) organization, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of

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by the Circuit Court 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.

#### ARTICLE XIII

##### Indemnity

The Corporation shall indemnify, to the full extent permitted by law, any and all persons who may serve, or who have served at any time, as directors or officers, and their respective heirs, administrators and assigns, against any and all expense, including, but not limited to, amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding, by reason of having been or being directors or officers; provided, that the Corporation shall provide no indemnification in cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The indemnification herein described may be entitled under any law, bylaw, agreement, vote of active member, or otherwise.

SECOND: The foregoing Amendment was adopted by the majority vote of all of the Directors, no members being entitled to vote on the amendment, on July 22, 1997.

IN WITNESS WHEREOF, ORLANDO HUMANE SOCIETY, INC./SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF CENTRAL FLORIDA (S.P.C.A. OF CENTRAL FLORIDA) has caused these Articles of Amendment to be executed by its duly authorized officers and its corporate seal to be affixed hereto this 22 day of July, 1997.

ORLANDO HUMANE SOCIETY, INC./SOCIETY FOR  
THE PREVENTION OF CRUELTY TO ANIMALS OF  
CENTRAL FLORIDA (S.P.C.A. OF CENTRAL  
FLORIDA)

By: Michael P. McMahon  
Michael P. McMahon, President

Attest:

William Gorman  
William Gorman, Secretary

SENT BY:

7-18-97 : 2:49AM : AKERMAN, SENTERFITT Department of State: # 1/ 3

7/18/97

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FLORIDA DIVISION OF CORPORATIONS  
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((H97000011751 9))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: AKERMAN SENTERFITT & EIDSON

ACCT#: 076656002425

CONTACT: JEAN FISHER

PHONE: (407)843-7860

FAX #: (407)843-6610

NAME: ORLANDO HUMANE SOCIETY, INC./SOCIETY FOR THE

AUDIT NUMBER.....H97000011751

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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DEL.METHOD.. FAX

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*Jean Fisher  
w/ Akerman Senterfitt  
verified that the amendment  
attached (adopted 1982) is  
being recorded as a part of  
the record for said corp. There  
is no name change taking place  
at this time. THIS DOCUMENT WAS  
NEVER RECORDED WITH OUR OFFICE.  
DC  
07-21-97*

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97 JUL 18 PM 2:56

DIVISION OF CORPORATIONS

*Amendment  
07-21-97  
DC*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUL 18 PM 4:25

FILED

SENT BY:

7-18-97 : 2:43AM ; AKERMAN, SENTERFITT Department of State:# 2/ 3  
Fax Audit No. H97000011751

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

ORLANDO HUMANE SOCIETY, INC./SOCIETY FOR THE PREVENTION  
OF CRUELTY TO ANIMALS OF CENTRAL FLORIDA  
(S.P.C.A. OF CENTRAL FLORIDA)

Pursuant to the provisions of Section 617.1002 and 617.1006, Florida Statutes, the Articles of Incorporation of ORLANDO HUMANE SOCIETY, INC./SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF CENTRAL FLORIDA (S.P.C.A. OF CENTRAL FLORIDA) are hereby amended as follows:

FIRST: Articles I, III, VI, IX, and X of said Articles of Incorporation are amended by deleting the provisions of said Articles I, III, VI, IX and X, as the same now exist, and by substituting in lieu thereof, the provisions set forth in the attached Certificate of Amendment of Charter of The Orlando Humane Society, Inc. amending said Articles I, III, VI, IX and X.

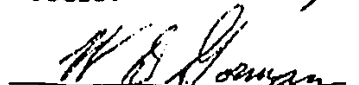
SECOND: This amendment, adopted by a unanimous vote of all of the officers and directors of the Corporation on February 24, 1982, no members being entitled to vote on the amendment, was never filed with the Secretary of State of Florida, and is being filed to bring the official records current.

IN WITNESS WHEREOF, ORLANDO HUMANE SOCIETY, INC./SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF CENTRAL FLORIDA (S.P.C.A. OF CENTRAL FLORIDA) has caused these Articles of Amendment to be executed by its duly authorized officers this 17th day of July, 1997.

ORLANDO HUMANE SOCIETY, INC./SOCIETY FOR THE  
PREVENTION OF CRUELTY TO ANIMALS OF CENTRAL  
FLORIDA (S.P.C.A. OF CENTRAL FLORIDA)

By:   
Michael P. McMahon, President

Attest:

  
William D. Gorman, Secretary

Prepared by: Michael P. McMahon, Esq.  
Akerman, Senterfitt & Bidson  
P.O. Box 231  
Orlando, FL 32802-0231  
(407) 843-7860  
Fl. Bar #201189

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CERTIFICATE OF AMENDMENT OF CHARTER OF  
THE ORLANDO HUMANE SOCIETY, INC.  
A FLORIDA CORPORATION NOT FOR PROFIT

The Orlando Humane Society, Inc., a Florida corporation Not for Profit, under the hands of its President, R. L. Meyers, and Corporate Secretary, Ethel Weismantel, hereby certifies that:

I

The Board of Directors of said corporation at a meeting called and held on the 24th day of February, 1982, adopted the following Resolution:

"Be it Resolved by the Board of Directors of The Orlando Humane Society, Inc., a Florida corporation Not for Profit, that said Board deems it advisable and hereby declares it to be advisable that the following articles of the Charter be amended, changed and altered so as to read as follows:

ARTICLE III

Any person may become a member of the Society as provided by the by-laws of the Society.

ARTICLE VI

The affairs of this corporation shall be managed by the officers of the corporation as provided in the by-laws.

ARTICLE IX

No officer of this corporation shall enter into any contract for the purpose of sale of land or incur any indebtedness in the name of the corporation or pledge the security of the corporation without express authority of a majority of the Board of Directors, obtained at a meeting duly constituted.

ARTICLE X

We, the undersigned, being all the original subscribers and incorporators of the foregoing constitutes the proposed Charter of The Orlando Humane Society, Inc.

Witness our hands and seals at Orlando, Florida, this day September 1937.

II

The meeting of the officers and directors of the said corporation called by the Board of Directors as aforesaid was held on the 24th day of February, 1982, and at said meeting of the officers and directors of said corporation said amendment of the Charter was duly adopted by the unanimous vote of all the officers and directors of said corporation.

In Witness Whereof said corporation has caused this Certificate to be signed in its name by its President and attested by its Corporate Secretary this the 24th day of February, 1982.

THE ORLANDO HUMANE SOCIETY, INC., a  
Florida corporation Not for Profit,

by R. L. Meyers (SEAL)  
President

ATTEST Ethel C. Weismantel (SEAL)  
Corporate Secretary