

3/1/2019

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
HUMANE SOCIETY OF SARASOTA COUNTY, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HUMANE SOCIETY OF SARASOTA COUNTY, INC.,
a Florida Not for Profit Corporation**

These amended and restated articles of incorporation are signed by the President of the corporation for the purposes of amending, restating, and replacing the original articles of incorporation, as amended, of the corporation in their entirety under the provisions of Florida Statutes, Chapter 617, as follows:

ARTICLE I. - NAME

The name of this corporation is HUMANE SOCIETY OF SARASOTA COUNTY, INC. The current principal office and the mailing address of the corporation is 2331 15th Street, Sarasota, Florida 34237.

ARTICLE II. - PURPOSE

This corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes, and for the prevention of cruelty to animals within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as follows:

- (a) Promoting the welfare of all animals in Sarasota County, Florida; caring for and finding homes for animals; encouraging kindness towards animals and assisting in the enforcement of all laws and ordinances for the protection of animals; operating an animal shelter for animals; and pursuing other humane objectives as may be declared, from time to time, by the Board of Directors;
- (b) Administering for the charitable purposes set forth in subparagraph (a) above, funds and property donated to the corporation;
- (c) Receiving gifts and bequests and using the principal and income generated from the investment of such gifts and bequests for the purposes set forth in subparagraph (a) above; and
- (d) Engaging in and doing any and all lawful activities necessary or desirable for the accomplishment of any of the above described objectives and purposes.

Notwithstanding any other provision of these amended and restated articles of incorporation, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

ARTICLE III. - MEMBERSHIP

This corporation shall not have members.

ARTICLE IV. - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors, consisting of no less than three (3) Directors. The board of directors shall be elected or appointed, and increased or decreased, as provided in the bylaws. The board of directors shall have the requisite power and authority which is customarily vested in corporate directors over the business and affairs of the corporation. The current directors of this corporation shall be as follows:

- John Raleigh, 2331 15th Street, Sarasota, Florida 34237
- Kinga Huse, 2331 15th Street, Sarasota, Florida 34237
- Teresa D. Jones, 2331 15th Street, Sarasota, Florida 34237
- Justin Leins, 2331 15th Street, Sarasota, Florida 34237
- Thomas Trinchetto, 2331 15th Street, Sarasota, Florida 34237
 - Jaime Still, 2331 15th Street, Sarasota, Florida 34237
- Jennifer Steube, 2331 15th Street, Sarasota, Florida 34237
- Elizabeth Rabbitt Stephen, 2331 15th Street, Sarasota, Florida 34237
 - Ricky Perrone, 2331 15th Street, Sarasota, Florida 34237
 - Brent Myers, 2331 15th Street, Sarasota, Florida 34237
 - Julia Montei, 2331 15th Street, Sarasota, Florida 34237
 - Sonia Gibson, 2331 15th Street, Sarasota, Florida 34237
- Christopher J. Fowler, 2331 15th Street, Sarasota, Florida 34237
 - Katherine Ferrara, 2331 15th Street, Sarasota, Florida 34237
 - Lisa Eldridge, 2331 15th Street, Sarasota, Florida 34237
 - Janet Boyden, 2331 15th Street, Sarasota, Florida 34237
- Caryn Wilbraham, 2331 15th Street, Sarasota, Florida 34237
 - Jay Turner, 2331 15th Street, Sarasota, Florida 34237

ARTICLE VI.
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be 2331 15th Street, Sarasota, Florida 34237. The registered agent shall be CHRISTEN C. BENSON. The registered agent and address may be changed at any time by an affirmative vote of the board of directors.

ARTICLE VII. - COMPENSATION AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors or officers, or any individual, but 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 II hereof. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of the exemption under Section 501(c)(3) of the Internal Revenue Code of 1986. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VIII. - INDEMNIFICATION

The corporation shall indemnify any director or officer, or any former director or officer, to the full extent permitted by law.

ARTICLE IX. - OFFICERS

The corporation shall be governed by officers which may be established by the bylaws of the corporation. The officers will be elected by the board of directors at the annual meeting, in accordance with the bylaws of the corporation.

ARTICLE X. - BYLAWS

The bylaws of this corporation shall be made, altered, or rescinded by the board of directors at any regular or special meeting held in accordance with the bylaws.

ARTICLE XI. - AMENDMENT OF ARTICLES OF INCORPORATION

These articles of incorporation may be amended, from time to time, by a resolution adopted by a seventy-five percent (75%) vote of the board of directors present at a meeting at which a quorum is present; provided, however, that these articles of incorporation shall not be amended to permit the corporation to engage in any activity prohibited in Articles II or VII.

ARTICLE XII. - DISSOLUTION

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, pay all of the assets of the corporation to an organization or organizations organized and operated exclusively for charitable, scientific, educational, or such other exempt purposes as shall at that time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986, or to a federal, state, or local government body to be used for exclusively public purposes as the board of directors shall determine, in its sole and absolute discretion.

ARTICLE XIII. - NONDISCRIMINATION

The corporation shall maintain a racially nondiscriminatory admission and operations policy for all of its educational activities and will not discriminate against applicants or students on the basis of race, color, nationality, or ethnic origin.

ARTICLE XIV. - DEFINITIONS

For purposes of these articles, "charitable purposes" include educational, scientific, public, and other purposes, including, but not limited to, the prevention of cruelty to animals, contributions to which are deductible under Section 170(c) of the Code. Any reference in these amended and restated articles of incorporation to a section of the Internal Revenue Code of 1986 shall be deemed to include the corresponding provision or provisions of any applicable future Internal Revenue Code.

These amended and restated articles of incorporation were approved and adopted by the board of directors of the corporation on February 5, 2019, upon the affirmative vote of a sufficient number of directors eligible to approve such amendment. There are no members or members entitled to vote on the amendment.

IN WITNESS WHEREOF, the undersigned has signed these amended and restated articles of incorporation on Feb. 21, 2019.


TERESA JONES, President

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process at the place designated in the articles, 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.

DATED: Feb. 21, 2019.


CHRISTEN C. BENSON