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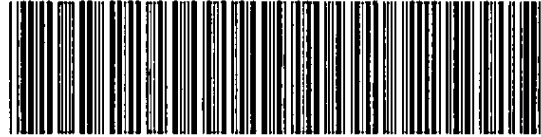
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SECRETARY OF STATE  
TOLSON, JAMES H.

3/20/21

## COVER LETTER

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

SUBJECT: Humane Society of Sarasota County, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00      ☐ \$43.75  
Filing Fee      Filing Fee  
                    & Certificate of Status

☐ \$43.75      ☐ \$52.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                                    & Certificate of  
                                    Status

**ADDITIONAL COPY REQUIRED**

FROM: Humane Society of Sarasota County

Name (Printed or typed)

2331 15th Street

Address

Sarasota, FL 34237

City, State & Zip

941-955-4131

Daytime Telephone number

agonce@hssc.org

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

**NOTE: Please provide the original and one copy of the document.**

**FILED**

2021 FEB -3 PM 12: 52

SECRETARY OF STATE  
TALLAHASSEE, FL

**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 15<sup>th</sup> 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; operating an animal clinic 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:

Teresa D. Jones, 2331 15<sup>th</sup> Street, Sarasota, Florida 34237  
Thomas Trinchetto, 2331 15<sup>th</sup> Street, Sarasota, Florida 34237  
Jennifer Steube, 2331 15<sup>th</sup> Street, Sarasota, Florida 34237  
Elizabeth Rabbitt Stephen, 2331 15<sup>th</sup> Street, Sarasota, Florida 34237  
Ricky Perrone, 2331 15<sup>th</sup> Street, Sarasota, Florida 34237  
Brent Myers, 2331 15<sup>th</sup> Street, Sarasota, Florida 34237  
Julia Montei, 2331 15<sup>th</sup> Street, Sarasota, Florida 34237  
Sonia Gibson, 2331 15<sup>th</sup> Street, Sarasota, Florida 34237  
Christopher J. Fowler, 2331 15<sup>th</sup> Street, Sarasota, Florida 34237  
Katherine Ferrara, 2331 15<sup>th</sup> Street, Sarasota, Florida 34237  
Lisa Eldridge, 2331 15<sup>th</sup> Street, Sarasota, Florida 34237  
Janet Boyden, 2331 15<sup>th</sup> Street, Sarasota, Florida 34237  
Caryn Wilbraham, 2331 15<sup>th</sup> Street, Sarasota, Florida 34237  
Jennifer Poppen, 2331 15<sup>th</sup> Street, Sarasota, Florida 34237  
Mark Kowalski, 2331 15<sup>th</sup> Street, Sarasota, Florida 34237  
Michelle Matson, 2331 15<sup>th</sup> 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 ANNA GONCE. 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 December 1, 2020, 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 Dec. 17, 2020.

  
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: Dec 17, 2020.

  
\_\_\_\_\_  
ANNA GONCE