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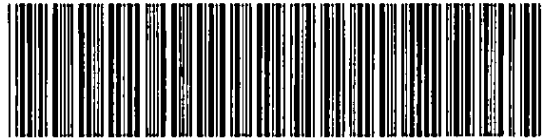
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COVER LETTER

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

SUBJECT: Peggy Adams Animal Rescue League of the Palm Beaches, Incorporated
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

<input type="checkbox"/> \$43.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$52.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Heidi Nielsen
Name (Printed or typed)
3200 N Military Trl
Address
West Palm Beach, FL 33409
City, State & Zip
561-472-8810
Daytime Telephone number
H.Nielsen@PeggyAdams.org
E-mail address: (to be used for future annual report notification)

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

PEGGY ADAMS ANIMAL RESCUE LEAGUE OF THE PALM BEACHES, INCORPORATED

AMENDED AND RESTATED 2021

The Peggy Adams Animal Rescue League of the Palm Beaches, Incorporated, a Florida not-for-profit corporation, in accordance with §§617.1002, 617.1006 and 617.1007 of the Florida Statutes makes these Amended and Restated Articles of Incorporation.

ARTICLE I

Name

The name of this corporation shall be PEGGY ADAMS ANIMAL RESCUE LEAGUE OF THE PALM BEACHES, INCORPORATED (the "League") and its principal office and mailing address is 3200 North Military Trail, West Palm Beach, Palm Beach County, Florida 33409.

ARTICLE II

Duration

The period of duration of this not-for-profit corporation shall be perpetual.

ARTICLE III

Registered Agents and Registered Office

The Registered Agent of the League is Rich Anderson, located at the Registered Office of the corporation at 3200 North Military Trail, West Palm Beach, Palm Beach County, Florida 33409.

ARTICLE IV

Purposes

The purposes of the League are set forth in its mission statement: The Mission of the Peggy Adams Animal Rescue League of the Palm Beaches, Incorporated is to provide shelter to lost, homeless and unwanted animals, to provide spay and neuter and other medical services for companion animals, and to care for, protect, and find quality homes for homeless and neglected companion animals, to advocate animal welfare, community involvement and education to further the bond between people and animals.

ARTICLE V

Prohibited Activities

No part of the net earnings of the League shall inure to the benefit of, or be distributable to its members, if any, directors, officers, or other private persons, except that the League shall make payments and distributions in furtherance of the purposes set forth in Article IV hereof. In so much as it represents no substantial part of its activities, the League can communicate with decision-makers such as elected officials and staff about existing or potential legislation to influence legislation, or urge a vote for or against such legislation. Accordingly, the League can

contact or urge the public to contact members of a legislative body for the purpose of proposing, supporting, or opposing legislation, or to advocate the adoption or rejection of legislation in so much as it supports the mission of the League.

The League 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.

The term "legislation" includes action by the Congress, by any state legislature, by any local council or similar governing body, or by the public in a referendum, initiative, constitutional amendment, or similar procedure; provided, however, that the League may advocate as an insubstantial part of its activities the adoption or rejection of legislation.

Notwithstanding any other provision of these Articles, the League shall not carry on any 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 1954 (or the corresponding provision of any future United States Internal Revenue law); or (b) by a corporation, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE VI

Members

The corporation shall not have members.

ARTICLE VII

Officers

The type and number of officers shall be determined by the Board of Directors from time to time.

ARTICLE VIII

Directors

The affairs of the corporation shall be managed by a Board of Directors of not less than nine (9) members. The number of Directors of the Corporation and method of election shall be set out more specifically in the Bylaws.

ARTICLE IX

Committees

The type and number of committees, if any, shall be determined by the Board of Directors from time to time and shall be set forth in the By-Laws.

ARTICLE X **Indemnification**

To the extent permitted by law, the League shall indemnify and hold harmless each person who shall serve as director or officer, including the Executive Director, of the League of, from and against any and all claims, liabilities, costs, expenses and reasonable attorneys' fees which such person shall or may become subject to by reason of having heretofore or hereafter served in such capacity or by reason of any action alleged to have been heretofore or hereafter taken or omitted by such person in such capacity, which indemnification provided for herein shall not be deemed exclusive of any other rights or privileges to which persons so indemnified may be entitled under any by-law, agreement or otherwise, both as to action in his or her official capacity and as to action in another capacity, while holding such office, and shall continue as to a person who has ceased to serve in such capacity or any former service and shall inure to the benefit of the heirs, personal representatives, executors, and administrators of such a person, except that no such person shall be indemnified against or reimbursed for any sum, cost, expense or attorneys' fees incurred in connection with any claim or liability which shall be finally adjudged to have arisen out of his or her own gross or willful negligence or misconduct. Directors and officers, including the Executive Director, shall be fully protected under this By-Law when taking any action or making any payment or refusing to do so in reliance upon the advice of legal counsel.

ARTICLE XI **By-Laws**

The By-Laws of the League may be made, altered or rescinded by the Board of Directors at any meeting called for that purpose provided all members of such Board are notified of said meeting and any proposed amendment at least ten (10) days before said meeting.

ARTICLE XII **Amendments**

These Articles of Incorporation may be repealed, altered or amended by resolution of a majority of the Board of Directors-provided notice has been given and a quorum is present as provided in the By-Laws.

ARTICLE XIII **Dissolution**

Upon the dissolution of the League, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the League, dispose of all of the assets of the League exclusively for the purposes of the League in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify under Section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Palm Beach County exclusively for such purposes or to such organization or organizations as said Court shall determine are so qualified and are organized and operated exclusively for such purposes.

ARTICLE XIV
Effective Date and Repeal of Prior Articles

These Amended and Restated Articles of Incorporation were proposed by the Board of Directors in accordance with §617.1002 and §617.1007 of the Florida Statutes and approved by vote of a majority of the members, a quorum being present, at an appropriately called meeting held April 15, 2021, and are effective on the date of filing with the Secretary of State of the State of Florida. All prior Articles of Incorporation of Peggy Adams Animal Rescue League of the Palm Beaches, Incorporated are repealed.

IN WITNESS WHEREOF, we have hereunto set our hands and seals to these Amended and Restated Articles of Incorporation this 15th day of April, 2021.

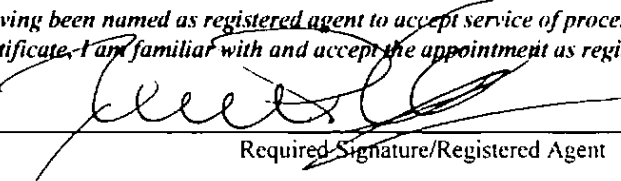
PEGGY ADAMS ANIMAL RESCUE LEAGUE
OF THE PALM BEACHES, INCORPORATED

By Lesly S. Smith
Lesly Smith, Chairperson

The name and Florida street address (P.O. Box **NOT** acceptable) of the registered agent is:

Name: Rich Anderson
Address: 3200 N Military Trl
West Palm Beach, FL 33409

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Required Signature/Registered Agent

April 23, 2021

Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

☐ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was _____, and the votes cast were sufficient for approval

☒ These restated articles of incorporation were adopted by the board of directors.