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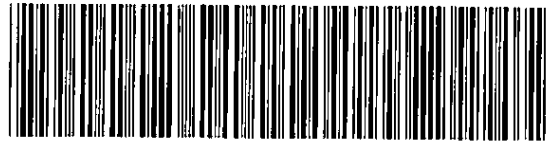
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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: PEGGY ADAMS ANIMAL RESCUE LEAGUE OF THE PALM BEACHES, INCORPORATED

DOCUMENT NUMBER: 705106

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

SUE BERRY

(Name of Contact Person)

PEGGY ADAMS ANIMAL RESCUE LEAGUE OF THE PALM BEACHES, INCORPORATED

(Firm/ Company)

3100/3200 North Military Trail

(Address)

West Palm Beach, FL 33409

(City/ State and Zip Code)

S.Berry@peggyadams.org

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

For further information concerning this matter, please call:

George E. Harris

561

622-7755

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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|---|--|---|--|

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

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2024 JUN -4 PM 4:25

**PEGGY ADAMS ANIMAL RESCUE LEAGUE OF THE PALM BEACHES;  
INCORPORATED**

**ARTICLES OF INCORPORATION  
AMENDED AND RESTATED 2024**

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 hereby adopts and makes these Amended and Restated Articles of Incorporation effective as of the date set forth below.

**ARTICLE I  
Name**

The name of this corporation shall be PEGGY ADAMS ANIMAL RESCUE LEAGUE OF THE PALM BEACHES, INCORPORATED (the "League"). The principal office and mailing address is 3100/3200 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 Sue Berry, CAWA, located at the Registered Office of the corporation at 3100/3200 North Military Trail, West Palm Beach, Palm Beach County, Florida 33409.

## **ARTICLE IV**

### **Purposes**

The purposes of the League are as set forth in its mission statement, as follows:

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 services and other veterinary medical services for companion animals, on a non-profit basis; to care for, protect, and find quality homes for homeless and neglected companion animals; to advocate for 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, or its 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 legislative staff about existing or potential legislation to influence legislation or urge a vote for or, against, such legislation. Accordingly, the League may contact, or urge the public, to contact members of a legislative body for the purpose of proposing, supporting, or opposing legislation, or to advocate for the adoption, or the 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.

Provided, however, and notwithstanding any other provision of these Articles, the League shall not carry on any activities which are not permitted to be carried on or engaged in: (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~~ any corresponding provision of any future United States Internal Revenue law).

## **ARTICLE VI**

### **Members**

The Corporation shall not have voting or non-voting members nor any other form of membership category.

## **ARTICLE VII**

### **Officers**

The type and number of officers shall be determined by the Board of Directors, from time to time, as set forth in the By-Laws of the Corporation.

## **ARTICLE VI Directors**

The affairs of the corporation shall be managed by a Board of Directors of not less than fifteen (15) Board members, nor more than thirty (30) Board members, unless otherwise authorized by the Board of Directors as set out in the By-laws of the Corporation.

## **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. Committees shall have the rights and responsibilities as assigned and delegated to them by the By-Laws and by the Board of Directors, as permitted by the By-Laws. Such committees shall have the right and responsibility to implement their rules and processes, subject, however, to the By-Laws of the corporation and subject to Board oversight, review, and approval thereof.

## **ARTICLE X**

### **Indemnification**

To the extent permitted by law, the League shall indemnify and hold harmless each person who shall serve (or shall have served) as director or officer, including the CEO (Chief Executive Officer), of the League of, from and against any and all claims, liabilities, costs, expenses and reasonable attorneys' fees which such person shall have incurred, or which such person(s) may have 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 to have been taken by such person in such capacity. Such 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 provided under Florida law, both as to action in his, or her, official capacity, and as to action in any other capacity with the League, while holding such office. Such indemnification rights and privileges shall continue as with respect to a person who has ceased to serve in such capacity, or any other former service, and shall inure to the benefit of the heirs, personal representatives, executors, and administrators of such a person. Provided however, and notwithstanding the foregoing provisions, no such person shall be indemnified against, or reimbursed for, any sum, cost, damages, 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 negligence or willful misconduct, including, but not limited to, conduct which is known or understood to be contrary to the best interests of the League at the time that such conduct or actions occur. Directors and officers, including the Chief Executive Officer CEO, shall be fully protected under these By-Laws when acting in good faith and in the belief, that their actions are in conformance with the By-Laws and Articles of Incorporation of the League at the time of the taking of any action or the making of any payment or the refusal to do so in reliance upon the advice of legal counsel.

#### **ARTICLE XI**

##### **By-Laws**

The By-Laws of the League may be amended from time to time, by a majority vote of the Board of Directors at any regular meeting or special meeting called for such purpose, or as otherwise provided in the By-laws, so long as the Directors are notified of such proposed changes or amendments, in writing, 5 days prior to such meeting.

#### **ARTICLE XII**

##### **Amendments**

These Articles of Incorporation may be repealed, replaced, altered or amended by resolution of a majority of the Board of Directors, provided, however, that prior notice of such proposed change shall have been given and that a quorum of the Board of Directors is present, all as provided in the By-Laws.

#### **ARTICLE XIII**

##### **Dissolution**

Upon 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

Code provision), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of in and to Palm Beach County, exclusively for such purposes, or to such organization, or organizations, as said Court shall determine to be so qualified, and which 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 of the Board of Directors, a quorum being present, at an appropriately called meeting held this 23 day of May, 2024, 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, and any previous amendments thereto, are repealed and replaced hereby.

IN WITNESS WHEREOF, we have hereunto set our hands and seals to these Amended and Restated Articles of Incorporation this the 23<sup>rd</sup> day of May, 2024.

PEGGY ADAMS ANIMAL RESCUE LEAGUE  
OF THE PALM BEACHES, INCORPORATED

By Sam Hunt  
Sam Hunt, Chairman