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January 30, 2015

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: **HUMANE SOCIETY OF MARION COUNTY, INC.,
a Not-for-Profit Corporation
DOCUMENT NO. 706800**

To Whom It May Concern:

Enclosed please find Articles of Amendment to the Articles of Incorporation of the Humane Society of Marion County, Inc., a Not-for-Profit Corporation, along with a copy of the Amended and Restated Articles of Incorporation. You will also find enclosed a check made payable to the Florida Department of State in the amount of \$35.00 representing the filing fee.

For further information concerning this matter, please contact the undersigned at the number listed above.

Thank you for your assistance in this matter.

Sincerely,

WILSON & WILLIAMS, P.A.



Robert D. Wilson
For the Firm

RDW:jam
Enclosures as stated.

FILED

ARTICLES OF AMENDMENT 15 FEB -3 PM 1:02
TO THE ARTICLES OF INCORPORATION
OF
HUMANE SOCIETY OF MARION COUNTY, INC.

Pursuant to the provisions of Chapter 617, *Florida Statutes*, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is the Humane Society of Marion County, Inc.
2. The Articles of Incorporation of the Corporation are amended to incorporate by reference the attached Amended and Restated Articles of Incorporation of Humane Society of Marion County, Inc. which by these Articles of Amendment shall amend said Articles of Incorporation.
3. The foregoing Amendment was adopted by the Board of Directors by unanimous vote on the 18th day of December, 2014 and approved by unanimous vote of the Membership at the Annual Meeting of Members on January 29, 2015, which approval was a sufficient number of votes cast for the approval of the Amendment.

Dated this 29th day of January, 2015.

HUMANE SOCIETY OF MARION COUNTY, INC., a Florida corporation

By: Roseann Morton
Roseann Morton
President and Director

By: Patricia Lumpkin
Patricia Lumpkin
Secretary and Director

STATE OF FLORIDA
COUNTY OF MARION


The foregoing instrument was acknowledged before me this 29 day of January, 2015, by Roseann Mortgage as President and Director of HUMANE SOCIETY OF MARION COUNTY, INC., a Florida corporation, who is personally known to me.



Notary Public

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 29 day of January, 2015, by Patricia Lumpkin as Secretary and Director of HUMANE SOCIETY OF MARION COUNTY, INC., a Florida corporation, who is personally known to me.



Notary Public

COPY

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HUMANE SOCIETY OF MARION COUNTY, INC.
(Non-Profit Corporation)

ARTICLE I.

CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is HUMANE SOCIETY OF MARION COUNTY, INC.

The principal address of the corporation is 701 Northwest 14th Road, Ocala, Florida, 34475.

The mailing address of the corporation is Post Office Box 1542, Ocala, Florida, 34478-1542 .

ARTICLE II.

CORPORATE NATURE

This is a non-profit corporation, organized in the prevention of cruelty to animals, the care and treatment of lost, strayed or other homeless animals, and the education and enlightenment of the general public regarding the avoidance of cruelty to animals and their mishandling; and for the accomplishment of these purposes to solicit funds, borrow money or property, buy, sell, mortgage, pledge, lease and otherwise deal with and dispose of real and personal property, tangible and intangible, and interest therein, pursuant to Florida Corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III.

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV.

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which the corporation is formed are:

A. To provide for the prevention of cruelty to animals, the care and treatment of lost, strayed or other homeless animals, and the education and enlightenment of the general public regarding the avoidance of cruelty to animals and their mishandling; and for the

accomplishment of these purposes to solicit funds, borrow money or property, buy, sell, mortgage, pledge, lease and otherwise deal with and dispose of real and personal property, tangible and intangible, and interest therein, pursuant to Florida Corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes. The corporation may partner with other local, state or national organizations to offer training, education, facilities and/or equipment for the purposes set forth above.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including, without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expand, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and/or proceeds of such property, for any of the purposes as set forth herein;

C. To operate exclusively in any other manner for such betterment and support of the corporate purpose as will qualify the corporation as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1985, as amended or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations;

D. To do such other things that are similar to the purposes of the corporation or reasonably necessary or desirable or incidental thereto in order to accomplish any and/or all of the purposes of the corporation.

ARTICLE V.

MANAGEMENT OF CORPORATE AFFAIRS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by its Board of Directors which shall consist of not less than nine (9) persons. The composition of the governing board may be increased or decreased from time to time in accordance the Bylaws. The Board of Directors as described in this Article V shall be elected in accordance with the manner provided for in the Bylaws.

ARTICLE VI.

MEMBERSHIP

Persons qualified for Membership are those who have subscribed to the purposes of the Corporation and who have paid to the Corporation annual dues as prescribed by the Board of Directors. Admission to Membership shall be complete upon the payment of said dues and the observance of such other matters as shall have been specified by the Board of Directors.

ARTICLE VII.

OFFICERS

A. The executive duties of the Corporation shall be performed by the Officers. The Corporation shall have a President, Vice President, Secretary and Treasurer. The manner of election of the Officers and the specific duties shall be as set forth in the Bylaws and as otherwise provided by Florida Statutes.

B. The Board may engage an Executive Director who need not be a member of the Board. The Executive Director shall be responsible for the day-to-day operation of the Corporation and its activities. The duties and compensation of the Executive Director shall be as set forth in the Bylaws or as prescribed by the Board of Directors from time to time.

ARTICLE VIII

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors 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 IV hereof.

B. Notwithstanding any other provisions of these Articles, 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 1985 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, the contributions to which are deductible under Section 170(c)(2) of the Internal

Revenue Code of 1985 (or the corresponding provisions of any future United States Internal Revenue Law).

C. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

ARTICLE IX.

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1985 (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 a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X.

AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the corporation not-for-profit law concerning corporate action that must be authorized or approved by the members of the corporation, the Bylaws of the corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedures set forth in the Bylaws.

ARTICLE XI.

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any officer, or member thereof, or to the benefit of any private individual.


ARTICLE XII.

AMENDMENT OF ARTICLES


Amendment to these Articles of Incorporation may be proposed by resolution adopted by the Members in the manner set forth in the Bylaws of this corporation.

The undersigned, being the President and Secretary of this corporation, have executed these Amended and Restated Articles of Incorporation, this 18 day of DECEMBER, 2014.

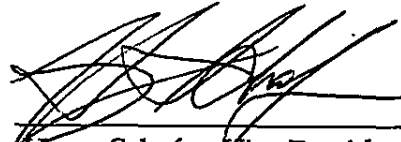
Signed, sealed and delivered
in our presence as witnesses:



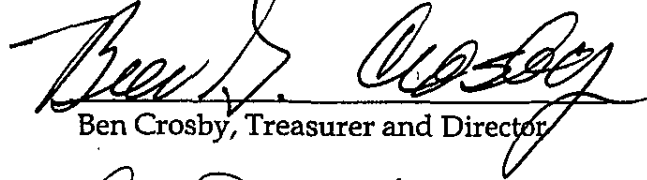
Roseann Morton, President and Director



Edwin Cluster, Secretary



Harry Schafer, Vice President and Director



Ben Crosby, Treasurer and Director



ROBERT D. WILSON, Director



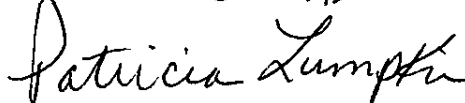
BRIAN STOOHOF, Director




BRUCE L. ANDERSON, Director



BILL E. STEWARD, Director



PATRICIA LUMPKIN, Director



TOM TUBDAM, Director

_____, Director

_____, Director