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March 13, 1997

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State of Florida
Secretary of State
Division of Corporations
The Capitol Building
Tallahassee, FL 32399-0250

Re: Humane Society of North Pinellas, Inc.
Amendment and Restatement of Articles of Incorporation

Dear Secretary:

Enclosed for filing please find the Amendment and Restatement of Articles of Incorporation for the Humane Society of North Pinellas, Inc. along with our check in the amount of \$35.00. Please file same returning your acknowledgment to me.

Thank you for your kind assistance.

Sincerely yours,

HUMANE SOCIETY OF NORTH PINELLAS, INC.

Leslie A. Patterson
Leslie A. Patterson
Secretary, Board of Directors
711 Fairwood Lane
Clearwater, FL 34619
813-796-5097
813-222-2092

SH 5/12
Amend.
+ Rest

FILED
97 MAY -8 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1997

Leslie A. Patterson
711 Fairwood Lane
Clearwater, FL 34619

SUBJECT: HUMANE SOCIETY OF NORTH PINELLAS, INC.
Ref. Number: 707212

We have received your document for HUMANE SOCIETY OF NORTH PINELLAS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 497A00015369

May 6, 1997

Mr. Steven Harris
Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Humane Society of North Pinellas, Inc.
Ref No: 707212

Dear Mr. Harris:

Returned herewith is the Amendment and Restatement of Articles of Incorporation of Humane Society of North Pinellas, Inc. which have been revised pursuant to your letter of March 26, 1997.

Please file same and forward to us your acknowledgement of filing.

Sincerely yours,

HUMANE SOCIETY OF NORTH PINELLAS, INC.



Leslie A. Patterson
Secretary, Director
711 Fairwood Lane
Clearwater, FL 34619
813-222-2092
813-796-5097

Enclosure

FILED
97 MAY -8 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT AND RESTATEMENT
OF ARTICLES OF INCORPORATION
OF
HUMANE SOCIETY OF NORTH PINELLAS, INC.

WHEREAS, the Society for Prevention of Cruelty to Animals of Clearwater, Inc. was originally incorporated on April 28, 1964 bearing Corporate Charter Number 707212.

WHEREAS, the Society for Prevention of Cruelty of Animals of Clearwater filed an amendment changing its name to Humane Society of North Pinellas, Inc. on October 26, 1992.

WHEREAS, it is the intention of the Directors of the Humane Society of North Pinellas, Inc. that the Articles of Incorporation of the Humane Society of North Pinellas, Inc. be amended and restated with the amended and restated articles of incorporation hereinafter set forth.

WHEREAS, there are no members entitled to vote and this amendment and restatement was adopted by the Board of Directors at the meeting held September 11, 1996.

WHEREAS the approval of the Secretary of State of the State of Florida of the proposed Amendment and Restatement of Articles of Incorporation is hereby requested.

NOW THEREFORE, the Articles of Incorporation of the Humane Society of North Pinellas, Inc. are hereby amended and restated in their entirety by substituting therefor the Amendment and Restatement of Articles of Incorporation set forth below.

ARTICLE I

The name of this corporation, not for profit, shall be HUMANE SOCIETY OF NORTH PINELLAS, INC., and its principal place of business shall be in Clearwater, Pinellas County, Florida or at

such other place or places as may be from time to time prescribed in its By-Laws.

ARTICLE II

The general nature of the business and the object of the corporation shall be to promote the welfare of all animals; to care for, shelter and find homes for animals; to promote responsible pet ownership; to encourage kindness toward animals; to prevent and when necessary relieve animal suffering; to provide for and encourage animal sterilization; and, to assist in the enforcement of all laws and ordinances for their protection.

ARTICLE III

Section 1. All persons interested in the objectives of this corporation are qualified to become members of the corporation.

Section 2. There shall be three classes of members, to wit:

- (a) Single members;
- (b) Life members;
- (c) Voting Members

Section 3. Fees or dues required to be paid by the members shall be fixed by the By-Laws and may be changed by amendment to the By-Laws at any time. The fees required to be paid by one class of members may be different from the fees required to be paid by other classes.

Section 4. Voting members shall be members who sit on the Board of Directors.

ARTICLE IV

This corporation shall have perpetual existence unless dissolved in accordance with the law.

ARTICLE V

Section 1. The time and place and holding of annual meetings and the notice required shall be fixed by the By-Laws.

Section 2. Special meetings of the members and the manner of calling same shall be provided for by the By-Laws.

Section 3. Each voting member in good standing shall be entitled to one (1) vote on all questions to be determined by the members. There shall be no proxies allowed.

Section 4. The By-Laws shall provide the number of voting members necessary to constitute a quorum to transact business at the annual or special meetings of the members. Also, the By-Laws shall provide the number of directors necessary to constitute a quorum of directors.

ARTICLE VI

ORIGINAL SUBSCRIBERS

The names and residences of the subscribers of the initial Articles of Incorporation filed April 18, 1964, each of whom were of age, and the names of the officers who were to serve until the first election under the Articles of Incorporation were as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
R.H. de Greef	President	200 Palmetto Road Belleair, Florida
Cyril A. Tregillus	1st Vice President	1500-10th Street S. Safety Harbor, Florida

Stephen A. Kallis	2nd Vice President	227 Park Circle S. Dunedin, Florida
T. Chase Burwell	Treasurer	1707 Jeffords Street Clearwater, Florida
George G. Fitton	Asst. Treasurer	1203 N. Osceola Clearwater, Florida
Stephen A. Kallis	Secretary	227 Park Circle S. Dunedin, Florida

ARTICLE VII

The affairs of this corporation shall be conducted by the Board of Directors to be elected in accordance with the By-Laws of this corporation and such times as provided in said By-Laws.

ARTICLE VIII

ORIGINAL DIRECTORS

The Directors named in the initial Articles of Incorporation filed April 28, 1964 to act as Directors until the first election thereof were as follows:

<u>Name</u>	<u>Address</u>
R.H. de Greeff	200 Palmetto Road Belleair, Florida
Arthur L. Stone	826 S. Duncan Avenue Clearwater, Florida
T. Chase Burwell	1707 Jeffords Street Clearwater, Florida
Cyrus A. Tregillus	1500 10th Street S. Safety Harbor, Florida
Frank M. Giles	1464 Maple Avenue Clearwater, Florida
Robert D. Menzies	Route 2, Box 922 Largo, Florida
Lt. Col. Norman M. Draves	1660 Magnolia Drive Clearwater, Florida
Richard Brunknow	501 Palmetto Road Belleair, Florida
Lt. Col. Stephen A. Kallis	227 Park Circle South Dunedin, Florida
Mrs. Marian S. Bennett	11 Heilman Street Clearwater Beach, Florida
Mrs. B. Dawson	1919 Nursery Road Clearwater, Florida

E.F. Tomlinson	310 Palmetto Road Belleair, Florida
John D. Fite	1101 Wellington Drive Clearwater, Florida
George G. Fitton	1203 N. Osceola Clearwater, Florida
Dr. Stedman H. Carr	Highway 480 & U.S. 19 Dunedin, Florida
Harry Koch	Route 2, Box 500D Clearwater, Florida
Mrs. W. L. Phelps	323 Druid Road Clearwater, Florida

ARTICLE IX

CURRENT DIRECTORS

As of the date of filing of this Amendment and Restatement the Directors are as follows:

Jack Geller	2560 Gulf to Bay Blvd. Clearwater, Florida
Leslie Patterson	711 Fairwood Lane Clearwater, Florida
Shirley Fitzner	3080 Hampton Court Clearwater, Florida
Caroline Goodrich	1119 Hounds Run Safety Harbor, Florida
Janet Jensen	1277 McMullen Booth Road Clearwater, Florida
Bill Mazurek	2747 Resnik Circle West Clearwater, Florida
Dr. Diane Perry	427 Broadway Dunedin, Florida
Bob Rodriguez	3237 W. Fountain Blvd. Tampa, Florida
Shirley Spas	616 Waterford Circle East Tarpon Springs, Florida
Jim Warren	1757 Pasadena Drive Dunedin, Florida

ARTICLE X

The By-Laws of this Corporation shall be made, altered or rescinded only by the Board of Directors from time to time.

ARTICLE XI

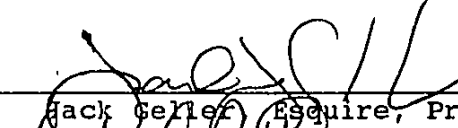
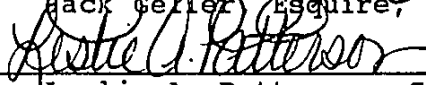
Amendments to the Articles of Incorporation may only be made at any duly called meeting of the Board of Directors and shall become effective only upon approval of a majority of the Board of Directors present provided there is a quorum.

ARTICLE XII

Upon dissolution of this corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or to the federal government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this corporation.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals at Clearwater, Pinellas County, Florida this 7th day of ~~April~~ ^{MAY}, 1997.

HUMANE SOCIETY OF NORTH PINELLAS, INC.

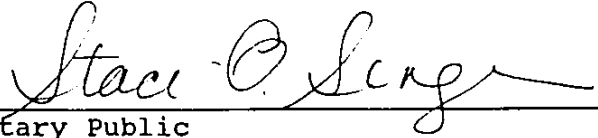
By  (SEAL)
Jack Geller, Esquire, President
By  (SEAL)
Leslie A. Patterson, Secretary

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, the undersigned authority personally appeared, JACK GELLER, President and LESLIE A. PATTERSON, Secretary who are personally known to me, after being duly sworn state that they have executed the foregoing Amended Articles of Incorporation and that they have reviewed said document prior to its execution by them.

SWORN TO and subscribed before me this 7 day of ~~April~~^{May}, 1997.



Notary Public
My Commission Expires:

