

707 293

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

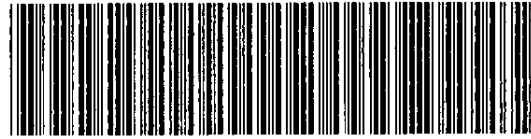
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700192992327

02/03/11--01011--029 \*\*35.00

11 MAR 17 PM 3:12

FILED

*Amended*

*Resub  
Art.*

*03/18/11  
DC*



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 4, 2011

ANTHONY D. BARTIROME  
BLALOCK WALTERS - ATTORNEYS AT LAW  
2 NORTH TAMiami TRAIL, SUITE 408  
SARASOTA, FL 34236

SUBJECT: IMPERIAL POLK OBEDIENCE CLUB OF LAKEland, FLORIDA,  
INC.  
Ref. Number: 707293

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

ARTICLE I OF THE AMENDED AND RESTATED ARTICLES OF INCORPORATION LISTS THE NAME OF THE REGISTERED AGENT BEING LAURA D. LINDEMANN, HOWEVER, THE PERSON SIGNING AS REGISTERED AGENT IS GWENDOLYN A. RITZ???

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 (850) 245-6906.

Darlene Connell  
Regulatory Specialist II

Letter Number: 211A00003054

RECEIVED  
11 MAR 17 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**BLALOCK  
WALTERS**  
ATTORNEYS AT LAW

WE MAKE A DIFFERENCE

January 31, 2011

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Imperial Polk Obedience Club of Lakeland Florida, Inc.  
Amended and Restated Articles of Incorporation  
Our File No. 23781.000

Dear Sir or Madam:

This law firm is the acting and authorized counsel for the above-referenced corporation. In connection therewith, please find enclosed the following:

1. **Amended and Restated Articles of Incorporation of Imperial Polk Obedience Club of Lakeland, Florida, Inc.**
2. **Check # 4926** payable to "Florida Department of State" in the amount of \$35.00

At your earliest opportunity, kindly file the enclosed Amended and Restated Articles for this Florida not-for-profit corporation. The enclosed remittance should cover your fees for filing.

Thank you in advance for your prompt attention to this matter. If you have any questions or if additional documentation is required, please call this office at (941) 955-5541.

Very truly yours,



Anthony D. Bartirome

ADB:mvd  
Encl.  
Cc: David Hansen

BRADENTON  
802 11th Street West  
Bradenton, FL 34205

SARASOTA  
2 North Tamiami Trail  
Suite 408  
Sarasota, FL 34236

941.748.0100 phone  
941.745.2093 fax

BlalockWalters.com  
abartirome@blalockwalters.com

C:\NRPort\bl\manage\_demo\VD\EROSSET\419861\_1.DOCX

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
IMPERIAL POLK OBEDIENCE CLUB OF  
LAKELAND, FLORIDA, INC.**

FILED  
11 MAR 17 PM 3:12  
CLERK OF THE COURT  
JACKSONVILLE, FLORIDA

I, the undersigned, hereby amend and restate the Articles of Incorporation of Imperial Polk Obedience Club of Lakeland, Florida, Inc., and make, subscribe, acknowledge and file these Amended and Restated Articles of Incorporation (these "Articles") with the Secretary of State of the State of Florida in accordance with Chapter 617 Florida Statutes, as now in force or hereafter amended.

**ARTICLE I  
NAME, ADDRESS AND REGISTERED AGENT AND OFFICE**

The name of this Corporation shall be **IMPERIAL POLK OBEDIENCE CLUB OF LAKELAND, FLORIDA, INC.**, a Florida not-for-profit corporation (the "Corporation"). The address of the Corporation's principal place of business, and its mailing address is P.O. Box 5455, Lakeland, Florida 33807. The street address of the Corporation's registered agent is 3611 Century Boulevard, Lakeland, Florida 33807, and the name of the Corporation's registered agent is Gwendolyn A. Ritz. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

**ARTICLE II  
OBJECTIVES AND PURPOSES**

The general objective and purpose of this Corporation shall be:

(1) The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future Federal tax code.

(2) Educating and supporting people through the creation of a number of programs targeted to ultimately prevent dog abuse and homelessness and to promote cooperation and good sportsmanship in the training and exhibition of dogs helping foster better relationships between people and their dogs. The Corporation strives to educate the dog owner, promoting knowledge and appreciation for dogs of all kinds. The Corporation's programs encourage the values of kindness and compassion towards dogs for the people of its community, focusing on teaching people the importance of being a responsible and committed dog owners, instilling the principals of responsible dog ownership, animal welfare, practical care, understanding behavioral issues, proper communication, humane dog training techniques and good sportsmanship. The Corporation recognizes the value of each and every dog's life, being deserving of compassionate, loving owners rather than being condemned to abuse or death due to pet overpopulation and provides education to foster the relationship between dogs and their owners in a variety of venues.

(3) To acknowledge and advance the critical role of an American Kennel Club ("AKC") recognized club in providing education and reduction of overpopulation for the benefit of the general public and dogs.

(4) To conduct activities, including sporting events, sanctioned matches, obedience, rally and agility, tracking trials, and other such activities and events as may be held under the rules of the AKC.

(5) To create an environment for the Corporation that supports and rewards honesty, integrity and trust.

(6) To enter into contractual agreements, including but not limited to the lease, purchase and sale, of any and all kinds of real and personal property which may be necessary or appropriate for any of the foregoing objectives and purposes and to enter into agreements with persons or agents for the provision of professional services relating to the foregoing objectives and purposes.

(7) To borrow money and mortgage, pledge, encumber, or otherwise hypothecate assets of the Corporation as security therefor.

(8) To employ the foregoing general purposes and objectives as guidelines, which are not to be construed as limitations. Said purposes may from time to time be changed through lawful procedures as directed by a vote of the Corporation's Directors in accordance with its published or adopted Bylaws. This Corporation shall also have all other common law and statutory powers as are provided by the laws of the State of Florida under which this Corporation is organized.

(9) Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

### **ARTICLE III TERM OF EXISTENCE**

This Corporation shall have perpetual existence, or as determined earlier by the laws of the State of Florida, or by the vote of its Directors, as provided in the Bylaws of this Corporation.

### **ARTICLE IV NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator of these Amended and Restated Articles of Incorporation is:

Aaron J. Tracy, Esq.  
P.O. Box 2759  
Sarasota, Florida 34230

### **ARTICLE V DIRECTORS OF THE CORPORATION**

The affairs of the Corporation shall be managed by its Officers and Board of Directors. The Officers of this Corporation shall be as follows: President, Vice President, Secretary, Treasurer, and

such other officers with such other duties and tenures as set forth and provided by the Bylaws of the Corporation.

The Board of Directors shall consist of not less than three (3) nor more than nine (9) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws of this Corporation.

At any meeting of the Directors, a majority of the then elected Board of Directors shall constitute a quorum.

## **ARTICLE VI NAMES OF DIRECTORS AND OFFICERS**

The names and addresses of the current directors who are to serve as directors until the next annual meeting of the Corporation or their successors are elected and qualified are:

Robert Withers	1033 Morning Star Drive Lakeland, Florida 34810
David Hansen	6219 Highland Rise Dr. Lakeland, Florida 33813
June Lyness	165 W. Christina Blvd. Lakeland, Florida 33813
Susan Kirkpatrick	825 Norton Rd. Lakeland, Florida 33809
Lisa Viljoen	30837 Birdhouse Dr. Wesley Chapel, Florida 33545
Carl Ilse	P.O. Box 90936 Lakeland, Florida 33804

The names and addresses of the current officers who are to serve as officers until the next annual meeting of the Corporation or until their successors are elected and qualified are:

David Hansen	President
Peter Friedman	Vice President
Victoria Kulig	Secretary
Gwendolyn A. Ritz	Treasurer

## **ARTICLE VII AMENDMENT OF THE ARTICLES OF INCORPORATION**

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by a two-thirds (2/3) majority vote of a quorum of Active members of the Corporation at any duly-called

and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees shall become and be taken as part of, these Articles of Incorporation.

B. Notwithstanding the foregoing Section A, the officers or directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in **Article II** or which would conflict with the provisions of **Article IX** of these Articles of Incorporation.

#### **ARTICLE VIII** **RESTRICTIONS**

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

(1) Shall distribute its income, if any, for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (or corresponding section of any future Federal tax code).

(2) Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

(3) Will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

(4) Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any Future federal tax code).

(5) Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

(6) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, 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 Section 501(c)(3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

#### **ARTICLE IX** **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, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court in Polk


County, Florida, exclusively for such purposes or to such organization or organizations, as the Court shall determine which are organized and operated exclusively for such purposes.

#### **ARTICLE X INDEMNIFICATION**

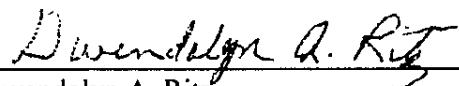
To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of the Corporation), by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

#### **ARTICLE XI AUTHORIZATION**

Pursuant to the Corporation's Bylaws, the foregoing Amended and Restated Articles of Incorporation were approved and ratified by two thirds (2/3) majority vote of the Active members at a duly called meeting of the members held on June 5, 2010, at which meeting a quorum was present in accordance with Section 617.1002 of the Florida Statutes and the Corporation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Amended and Restated Articles of Incorporation in accordance with Chapter 617, Florida Statutes.

  
\_\_\_\_\_  
Aaron J. Tracy, Esq., Incorporator

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, 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.

  
\_\_\_\_\_  
Gwendolyn A. Ritz