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DIVISION OF CORPORATIONS  
09 JUL 10 AM 8:49

7 Roberts JUL 13 2009



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 19, 2009

AMY B. WHITMARSH, C.P.A., P.A.  
432 W. NEW YORK AVE, STE A  
DELAND, FL 32720

SUBJECT: WEST VOLUSIA HUMANE SOCIETY, INC.  
Ref. Number: 718956

We have received your document for WEST VOLUSIA HUMANE SOCIETY, 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):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6892.

Tina Roberts  
Regulatory Specialist II

Letter Number: 909A00020924

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** West Volusia Humane Society, Inc.

**DOCUMENT NUMBER:** 718956

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

Please return all correspondence concerning this matter to the following:

\_\_\_\_\_  
(Name of Contact Person)

Amy B. Whitmarsh, C.P.A., P.A.  
432 W. New York Ave., Suite A  
DeLand, Florida 32720

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/ State and Zip Code)

amy.deland@aol.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Amy Whitmarsh at (386) 734-1219  
(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:

- |  |  |   |  |
|--|--|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|--|--|---|--|

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

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

West Volusia Humane Society, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

718956

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

NA

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

**B. Enter new principal office address, if applicable:**

(Principal office address MUST BE A STREET ADDRESS)

NA

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

NA

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

NA

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

\_\_\_\_\_  
Signature of New Registered Agent, if changing

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DIVISION OF CORPORATIONS  
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**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Director	Marie Linden	800 Humane Society DELAND, FL 32720	<input checked="" type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
Director	Carol Fogarty	800 Humane Society DELAND FL 32720	<input checked="" type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary). (Be specific)*

December 5, 2008 Amended Articles  
 see Attached

The date of each amendment(s) adoption: December 5, 2008  
(date of adoption is required)

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 6/16/09

Signature Violet Gonzalez  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Violet Gonzalez  
(Typed or printed name of person signing)

President.  
(Title of person signing)

# Amendment to the Articles

of the West Volusia Humane Society, Inc.

2008

## Article 1

### **Goals and Objectives of This Society**

1. The primary goals of The West Volusia Humane Society, Inc. is to promote the humane treatment of all God's creatures. This humane society is a "no kill facility" wherein every effort is made to place the animals in a loving, nurturing home. The only time that an animal is put to sleep is at the advice of a qualified doctor and then only if it is fatally ill or extremely aggressive.
2. The methods of achieving this goal may include the following:
  - (a) The establishment of a shelter to provide for the animals' basic needs of food, water, warmth, shelter, love and medical attention.
  - (b) The establishment of a humane education program for West Volusia County.
  - (c) Humane care of sick and injured animals.
  - (d) Disposal of dead animals in accordance with Department of Health regulations.
  - (e) Disposition of un-adoptable animals. Currently a local vet is assisting with these procedures.
  - (f) Employing and training paid shelter staff.
  - (g) Encouraging board members and the community to get involved by volunteering with the shelter.

## **Article II**

### **Membership**

1. Membership – The Corporation shall not have members at this time. If corporation should make changes to this in the future they will be outline in an addendum to these Bylaws.

## **Article III**

### **Board of Directors**

1. The Society shall be under the direction of a Board of Directors of no more than (9) persons who shall be elected for a period of a least two (2) years and a maximum of ten (10) years.
2. The Board shall make appointments by the Board of Directors and Officers. When a slot on the Board becomes available, the board shall make appointment. Any board member may nominate a person interested in being on the board who can serve a minimum of 2 years in any one position.

## **Article IV**

### **Meetings**

1. **Periodic Meetings.** The Board shall have an annual meeting in December of each year. The President may call special meetings whenever the President shall deem it necessary and shall be called by either the President or Vice President. Notice of a Special Meeting shall be announced not less than forty-eight hours (48) prior to the time of the meeting. A majority of the Board members shall constitute a quorum at any meeting for the purpose of transacting business and the act of a majority of the Board members present at any meeting at which there is a quorum shall be the act of the Board.



In an effort to save time and travel, conference calls may also constitute a Board Meeting. A majority of the board on the conference call would constitute a valid meeting.

2. Any past President who has served his or her term honorably can be invited to sit in on any Board meeting to give his or her advise on any matter.
3. **Termination of Board Members.** A vote of a majority of the entire Board of Directors will terminate the directorship of any member of the Board if said majority finds one of the following causes.
  - a. The said Director in the opinion of said majority has consistently failed to act in the best interests of the Society.
  - b. The said Director has failed to attend two meetings of the Board without valid excuse accepted by a said majority either prior or subsequent to said absence.
  - c. A finding by said majority that said Director is physically or mentally incapacitated from properly performing the functions of a Director
  - d. Any officer, including the President, who has consistently ignored the wishes of the Board, or has acted without consent of the Board, or without the Boards' knowledge, or who has disregarded the by-laws in any way or form will be terminated from their position.
4. **Vacancy on the Board.** Any vacancy on the Board of Directors shall be filled as soon as possible. A nomination by the President and a "yea" vote by the majority of the Board members.

## **Article V**

### **Duties of Officers**

**President:** The President shall be the chief executive officer of the Society and shall preside at all meetings of the Society. The president shall serve as chairperson of the Board of Directors and be a member ex officio of all committees. The President shall have the power to expend whatever money is necessary for any shelter emergencies. Any expense greater than \$2,000 will require 2 two estimates, and will require approval of the board. The President shall sign such papers as may be required in the sale of securities or other assets belonging to the Society or in connection with the settlement

of estates or trusts in which the Society has an interest, subject to the approval of the majority of the Board, as provided elsewhere in these by-laws.

Vice President: The Vice President shall, in the absence of the President, perform the duties of the President.

Secretary: The Secretary shall keep the minutes of the meetings of the Society, and of the Board of Directors, and perform such other duties as usually are expected of such officer. The Secretary shall have custody of the corporate seal, By-Laws, records and general archives of the Society, except as may be expressly placed in charge of others by order of the Board of Directors. In the absence of both the President and Vice President, the Secretary will call the membership meeting to order and preside until a chairman is chosen.

Treasurer: The Treasurer shall have charge and custody of the financial records of the Society and shall be responsible for working with the bookkeeper. The Treasurer must have authority for all disbursements. If there is a surplus of funds in the treasury not needed for regular operations, the Treasurer is empowered to deposit such funds in an interest bearing savings account insured by the FDIC. The Treasurer shall not permit Society funds to be loaned to any employee, board member or prospective employee. The Treasurer shall report quarterly to the Board of Directors.

The Treasurer shall have the power to co-sign with the President, if required, such papers as may be required in the sale of securities, of other assets belonging to the Society, or in connection with the settlement of estates or trusts in which the Society has an interest, subject to the approval of the majority of the Board, as provided elsewhere in these by-laws.

All current files and records of this Society shall be held for seven (7) years.

## **Article VI**

### **Restricted Funds**

Restricted funds received by the Society, by way of gift or otherwise, shall be restricted to the best of our ability. Such funds shall be held in one or

more Trusts or separate accounts to assure their application, both as to income and principal, for the uses and purposes for which they are specified. The Society may refuse restricted funds when it is beyond the capability of the Society to carryout the will of the donor.

## **Article VII**

### **Conflict of Interest**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the West Volusia Humane Society or might result in a possible excess benefit transaction.

Compensation: A voting member of the governing board who receives compensation, directly or indirectly, from the West Volusia Humane Society is precluded from voting on matters pertaining to that member's compensation or employment.

## **Article VIII**

### **Amendment of Laws**

The by-laws may be repealed, altered, or amended, provided any altercations of change proposed has first been submitted to the Board of Directors and approved by a majority vote.