

723807

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MERGER OR SHARE EXCHANGE

HUMANE SOCIETY OF GREATER MIAMI, DADE COUNTY SOCIETY

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TALLAHASSEE, FLORIDA

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PETER LAW



November 6, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

HUMANE SOCIETY OF GREATER MIAMI, DADE COUNTY SOCIETY FO
16101 W. DIXIE HIGHWAY
NORTH MIAMI BEACH, FL 33160

SUBJECT: HUMANE SOCIETY OF GREATER MIAMI, DADE COUNTY SOCIETY FOR
PREVENTION OF CRUELTY TO ANIMALS AND ADOPT A PET, INC.
REF: 723807

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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The name of the entity must be identical throughout the document.

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Irene Albritton
Regulatory Specialist II

FAX Aud. #: H09000235950
Letter Number: 409A00034995

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**ARTICLES OF MERGER
OF
PET RESCUE INC.**

a Florida not-for-profit corporation
with and into

**HUMANE SOCIETY OF GREATER MIAMI, DADE COUNTY SOCIETY FOR PREVENTION OF CRUELTY
TO ANIMALS AND ADOPT-A-PET, INC.**
a Florida not-for-profit corporation

Pursuant to Florida Statutes
Sections 617.1103 and 617.1105

Pursuant to Sections 617.1103 and 617.1105 to the Florida Statutes, these Articles of Merger
provide as follows:

ARTICLE I

State of the Organization: Surviving Entity

The name and state of the organization of each of the constituent entities of the merger is as
follows:

Name	State of the Organization
Pet Rescue Inc.	Florida
Humane Society of Greater Miami, Dade County Society for the Prevention of Cruelty to Animals and Adopt-A-Pet, Inc.	Florida

Humane Society of Greater Miami, Dade County Society for the Prevention of Cruelty to
Animals and Adopt-A-Pet, Inc., a Florida not-for-profit corporation, shall be the surviving entity.

ARTICLE II

Plan of Merger

The Agreement and Plan of Merger is attached hereto as Exhibit A.

ARTICLE III

Approval of the Plan

FILED
STATE
SECRETARY OF
TALLAHASSEE, FLORIDA
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[Handwritten signatures]

[Handwritten signature]

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The members of Humane Society of Greater Miami, Dade County Society for the Prevention of Cruelty to Animals and Adopt-A-Pet, Inc. are not entitled to vote on the plan of merger. Accordingly, pursuant to Section 617.1103(1)(b) of the Florida Statutes, the board of directors of Humane Society of Greater Miami, Dade County Society for the Prevention of Cruelty to Animals and Adopt-A-Pet, Inc. approved and adopted the Agreement and Plan of Merger ("Agreement and Plan of Merger") dated November 1, 2009 by and between Humane Society of Greater Miami, Dade County Society for the Prevention of Cruelty to Animals and Adopt-A-Pet, Inc., at a meeting held on 09/16/2009. Of the twenty-six (26) total number of directors in office on such date, 19 directors, which constitute a majority of the total number of directors in office, approved the merger.

The members of Pet Rescue Inc. are not entitled to vote on the plan of merger. Accordingly, pursuant to Section 617.1103(1)(b) of the Florida Statutes, the board of directors of Pet Rescue Inc. approved and adopted the Agreement and Plan of Merger at a meeting held on October 3, 2009. Of the six (6) total number of directors in office on such date, (6) six directors, which constitute a majority of the total number of directors in office, approved the merger.

ARTICLE IV

Effective Time

These Articles of Merger shall become effective on the date they are filed with the Florida Department of State.

(Signatures on Next Page)

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IN WITNESS WHEREOF, the undersigned authorized representatives of the constituent organizations have caused these Articles of Merger to be executed this 1st day of November, 2009.

Pet Rescue Inc.
a Florida not-for-profit corporation

By: Katherine Wasconis
Name: Katherine Wasconis
Title: President

By: Richard Gomez
Name: Richard Gomez
Title: Secretary

Humane Society of Greater Miami, Dade
County Society for the Prevention of Cruelty to
Animals and Adopt-A-Pet, Inc.
a Florida not-for-profit corporation

By: Robert W. Hudson
Name: Robert W. Hudson
Title: Chairman

By: Allison Nash-Zelkowitz
Name: Allison Nash-Zelkowitz
Title: Secretary

Mr *a*

W
R
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EXHIBIT A**AGREEMENT AND PLAN OF MERGER
OF
PET RESCUE INC.**

a Florida not-for-profit corporation
with and into

**HUMANE SOCIETY OF GREATER MIAMI, DADE COUNTY SOCIETY FOR PREVENTION OF CRUELTY
TO ANIMALS AND ADOPT-A-PET, INC.**
a Florida not-for-profit corporation


This Agreement is dated as of November 1, 2009 (the "Agreement"), by and among Pet Rescue Inc., a Florida not-for-profit corporation (the "Merging Corporation"), and Humane Society of Greater Miami, Dade County Society for the Prevention of Cruelty to Animals and Adopt-A-Pet, Inc., a Florida not-for-profit corporation (the "Surviving Corporation"). The Merging Corporation and the Surviving Corporation are sometimes collectively referred to herein as the "Constituent Corporations".

The Merging Corporation and the Surviving Corporation desire to effect a merger (the "Merger") of the Merging Corporation with and into the Surviving Corporation as provided in this Agreement. The board of directors of the Merging Corporation has approved the merger in accordance with Section 617.1103(1)(b) of the Florida Not-For-Profit Corporation Act (the "Act"). The members of the Merging Corporation are not entitled to vote on the Merger. The board of the Surviving Corporation has approved the Merger in accordance with Section 617.1103(1)(b) of the Act. The members of the Surviving Corporation are not entitled to vote on the Merger. This Agreement sets forth a plan of merger pursuant to the provisions of the Act.

The Constituent Corporations acknowledge that the fundamental charitable purposes of their respective organizations are substantially similar and will be carried on by the Surviving Corporation, including their respective policies regarding the intake, care, adoptions and if necessary, the humane euthanasia of animals. In addition, the Surviving Corporation is responsible for the immediate re-admission of any animal who has been identified as originating from the Merging Corporation and in such event, the Surviving Corporation is responsible, after evaluation, for the animals wellbeing, re-adoption and if necessary, the humane euthanasia of such animal.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants, agreements, and conditions set forth herein, the parties hereto do hereby agree as follows:

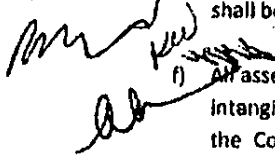
**SECTION 1. TERMS AND CONDITIONS OF MERGER AND MODE OF CARRYING MERGER INTO
EFFECT.**


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- a) At the Effective Time (as defined in Section 5 of this Agreement) of the Merger, the Merging Corporation shall merge into the Surviving Corporation.
- b) Pursuant to the Merger, the articles of incorporation and bylaws of the Surviving Corporation in effect immediately prior to the Effective Time shall be the articles of incorporation and bylaws, respectively, of the Surviving Corporation until otherwise amended or repealed in accordance with applicable law.
- c) From and after the Effective Time, the directors and executive committee of the Surviving Corporation shall be those persons identified in Appendix A of this Agreement, each to remain directors and executive committee members until their respective successors are duly elected or appointed and qualified in the manner provided in the articles of incorporation and bylaws of the Surviving Corporation, or as otherwise provided by law.
- d) The established offices and facilities of the Merging Corporation immediately prior to the Effective Time shall continue as offices and facilities of the Surviving Corporation after the Effective Time. At and after the Effective Time, the separate corporate existence of the Merging Corporation shall cease.
- e) All animals under the care of the Merging Corporation at the Effective Time shall become the property of the Surviving Corporation and as such the Surviving Corporation shall ensure that they are adopted, fostered, or transferred to another adoption-guarantee facility and by no means will animals who are adoptable, treatable or rehabilitatable be euthanized. Former Board Members and Staff of the Merging Corporation will help facilitate adoptions and placements. Katherine Wasconis and Kathleen Sullivan, of the Merging Corporation shall be present during the evaluation process. Three dogs, (Heather, Ginger and Louie) shall remain at the Merging Corporation shelter if not able to be adopted or in the alternative shall be relocated to a sanctuary.
- f) All assets and property (including, without limitation, real, personal and mixed, tangible and intangible, rights to gifts and bequests, choses in action, rights and credits) then owned by the Constituent Corporations, or which would inure to the benefit of the Constituent Corporations, shall immediately, by operation of law and without any conveyance, transfer or further action, become the assets and property of the Surviving Corporation. The Surviving Corporation shall be deemed to be a continuation of each of the Constituent Corporations, and shall succeed to the rights and obligations of each respective Constituent Corporation, and to the duties and liabilities connected therewith.
- g) The Surviving Corporation recognizes that the Merging Corporation has an obligation to honor donors who contributed to the facility's Brick Walk and as such agrees to integrate such donors and bricks into the Surviving Corporation's "PawTrail" located at the offices of the Surviving Corporation with Lisa DePriest's of the Merging Corporation over site as to the

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placement/layout.

- h) All rights of creditors and all liens upon the property of either of the Constituent Corporations shall be preserved unimpaired by the Merger, and all debts, liabilities, obligations and duties of either of the Constituent Corporations shall, at the Effective Time, become the responsibility and liability of the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it. All corporate acts, policies arrangements, approvals, and authorizations of the Merging Corporations, its members, board of directors, officers and agents, which were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the acts, policies, arrangements, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to the Merging Corporation.
- i) Pet Rescue, Inc., the name of the Merging Corporation, and Gardnar Mulloy, name of the founder of Pet Rescue, will be directly incorporated into the name of a new facility or an outside area of the Surviving Corporation headquarters. In the event that a clinic is opened on the site of the Merging Corporation, both names will be incorporated at that location.

SECTION 2. CHANGES TO THE ARTICLES OF INCORPORATION OF SURVIVING CORPORATION TO BE EFFECTED BY MERGER.

The name of the Surviving Corporation shall be "Humane Society of Greater Miami, Dade County Society for Prevention of Cruelty to Animals, Adopt-A-Pet and Pet Rescue, Inc."

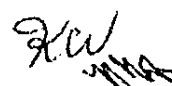
SECTION 3. MEMBERSHIP

As of the date of this Agreement, all members of the Constituents Corporations shall become members of the Surviving Corporation.

SECTION 4. CONDITIONS

Effectuation of the Merger and other transactions herein provided is conditioned on the following:

- a) The Merger shall have received approval of the board of directors of the Merging Corporation and the board of directors of the Surviving Corporation in the manner required by Act, the respective articles of Incorporation, and the respective bylaws of the Constituent Corporations.
- b) The bylaws of the Surviving Corporation shall have been amended and restated as follows:



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- i) The heading shall be amended to read as follows:

"AMENDED AND RESTATED BYLAWS OF THE HUMANE SOCIETY OF GREATER MIAMI, DADE COUNTY SOCIETY FOR PREVENTION AND CRUELTY TO ANIMALS, ADOPT-A-PET AND PET RESCUE, INC."

- ii) Article 1 shall be amended to read as follows:

"The name of the corporation (the "Society") is and shall be the Humane Society of Greater Miami, Dade County Society for Prevention of Cruelty to Animals, Adopt-A-Pet and Pet Rescue, Inc. The company is authorized to use less than its full legal name in certain situations. Additionally, the Board of Directors shall have the authority to file one or more fictitious name registrations with the Florida Department of State in the event the Society wishes to use less than the full legal name in its interaction with the general public or specific third parties."

- iii) Section 4.3 Number: Qualifications shall be amended to read as follows:

"No member of the Board of Directors shall receive any salary or pecuniary compensation for his or her services as Director. The Board of Directors shall consist of not more than thirty (30) and not less than fifteen (15). As of the Effective Time of these amended and restated bylaws, the Board of Directors consists of twenty-six (26) directors, with two (2) additional ones who were historically affiliated with Pet Rescue, Inc. for a total of twenty-eight (28). There shall be no financial commitment due from the two (2) designated Board Members who will serve for a period of (3) three years at which time such Board Members or their designees shall be subject to the Surviving Corporation's normal Board Member election process and then financial commitment policy."

- iv) Section 4.8 Board of Trustees shall be amended to read as follows:

"In addition to the elected Directors, the Board may appoint such Trustees as it shall see fit. The role of the Board of Trustees is to support specific fundraising efforts and special projects, as determined by the Board of Directors. Trustees are public figures who have made significant contributions to the Miami-Dade community and/or local animal welfare causes. Gardner Mulloy originally from Pet Rescue, Inc. shall serve as Trustee Emeritus and shall not be required to make any financial contribution to the Surviving Corporation. The Chairperson of the Board of Trustees serves as a member of the Board of Directors. The term of office of Board of Trustees members may be terminated at their own discretion or at the discretion of the Board of Directors."



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SECTION 5. FILING; EFFECTIVE TIME

If all the conditions of the Merger set forth in Section 4 of this Agreement have been fulfilled in accordance here with and this Agreement shall not have been terminated as provided in Section 7 of this Agreement, the Surviving Corporation and the Merging Corporation shall cause articles of merger ("Articles of Merger") meeting the requirements of the Act, to be properly executed and filed with the Department of State the State of Florida. The Merger shall become effective when the Articles of Merger are filed with the FL Dept. of State or such date and time as it is agreed upon in writing by the Surviving Corporation and the Merging Corporation and specific in the Articles of Merger (the Effective Time). In no event shall the Effective Time be a date later than that permitted by the Act.

SECTION 6. FURTHER ASSURANCE

Prior to the Effective Time, each of the Constituent Corporations shall take all such actions as shall be necessary or appropriate in order to effectuate the Merger. In case at any time after the Effective Time the Surviving Corporation shall determine that any further conveyance, assignment, or other documents or any further action is necessary or desirable to vest in or confirm to the Surviving Corporation full title to all properties, assets, rights, privileges and franchises of the Merging Corporation, the directors and officers of the Surviving Corporation, in the name and on behalf of each of the Constituent Corporations shall be authorized to execute and deliver all such instruments and take all such action in the name and on behalf of each of the Constituent Corporations as may be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such properties, assets, rights, privileges, and franchises and otherwise to carry out the purposes of this Agreement.

SECTION 7. TERMINATION AND AMENDMENT.

- a) At any time prior to the Effective Time, this Agreement may be terminated by the mutual consent of the board of directors of the Merging Corporation and Surviving Corporation respectively; in the event this Agreement is so terminated, it shall be of no further force or effect and there shall be no liability by reason this Agreement or its termination on the party of either of the Constituent Corporations or of their respective directors, officers, employees, agents, members or incorporators.
- b) This Agreement represents the entire agreement between the parties hereto with respect to the subject matter hereof and may be amended only by a writing executed by both parties. The Constituent Corporations may, by written agreement between them, amend, modify, or supplement this Agreement at any time prior to the Effective Time.


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SECTION 8. CONSTRUCTION OF TERMS

All provisions and any variations thereof used herein shall be deemed to refer to the masculine, feminine, neuter, singular or plural as the identity of such person or person shall require.

SECTION 9. GOVERNING LAW

This Agreement shall be governed by the laws of the State of Florida.

SECTION 10. COUNTERPARTS

This agreement may be executed in any number of counterparts, each of which shall be an original, but all such counterparts shall together constitute but one and the same instrument.

(SIGNATURES ON NEXT PAGE)



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IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement to be duly executed on its behalf by the officers thereunto duly authorized, as of the date first above written.

Pet Rescue Inc.
a Florida not-for-profit corporation

By: Katharine Wasconis
Name: Katharine Wasconis
Title: President

By: Richard Gomez
Name: Richard Gomez
Title: Secretary

Humane Society of Greater Miami, Dade
County Society for the Prevention of Cruelty to
Animals and Adopt-A-Pet, Inc.
a Florida not-for-profit corporation

By: Robert W. Hudson
Name: Robert W. Hudson
Title: Chairman

By: Allison Nash-Zelkowitz
Name: Allison Nash-Zelkowitz

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Title: Secretary

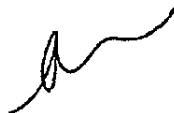
APPENDIX A
EXECUTIVE COMMITTEE AND DIRECTORS OF THE SURVIVING ENTITY

EXECUTIVE COMMITTEE

Alderman, Jason
Blum, Samuel
Headley-Manners, Michelle
Hudson, Robert
Meyer, Rehanna
Nash, Allison
Rubin, Alan
Sinclair, Patrick
Wallace, Patricia
Zenov, Darin

DIRECTORS

Aller, Michael
Atlas, Russell "Rusty"
Barrocas-Meyer, Linda
Batchelor, Kenneth
Cisneros-Rizzon, Marisa
De La Torre, Jorge
~~Diego, Carlos~~
Fernandes, Dr. Peter
Fine, Jeanette
Gomez, Richard
Ivory, Wille
Juska, Andrew
Marraccini, Dr. Linda
Pane, Dr. Robert
Randolph, Alan
Rosenblatt, Brad



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Sardinia, Leslie → Kathy Waseonis
Young, Judge David

TRUSTEES

Batchelor, Sandy
Bergmann, Marla
Brandt, Dr. Fredric
Brunn, Bob
Gilson, Carolyn
Goodman, Jane & Jerry
Gordon, Ana Maria
Kerr, D.J.
Kislak, Jean
Klotz, Diane
Leldesdorf, Tova
Levin, Roye
Lutrin, Ralph
Magill, Ron
Miller, Fran
Mulloy, Gardner
Ruiz, Rene
Shalaia, Dr. Donna
Soffer, Brooke
Wolfe, Ken

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