

Division of Corporations

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Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
HUMANE SOCIETY OF TAMPA BAY, INC.**

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Amended & Restated Art.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HUMANE SOCIETY OF TAMPA BAY, INC.**

Pursuant to the provisions of Sections 617.1006 and 617.1007 of the Florida Not For Profit Corporation Act, Humane Society of Tampa Bay, Inc. amends and restates its Articles of Incorporation and adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is Humane Society of Tampa Bay, Inc.

ARTICLE II. PRINCIPAL OFFICE

The street and mailing address of the principal office of the Corporation is:

3607 North Armenia Avenue
Tampa, Florida 33607

ARTICLE III. REGISTERED AGENT AND ADDRESS

The name and street address of the Corporation's registered agent are:

Holly O'Brien
3607 North Armenia Avenue
Tampa, Florida 33607

ARTICLE IV. PURPOSES AND POWERS

Section 1. Purposes. The Corporation is organized to establish a non-profit, non-political, and non-partisan charitable organization for the following general purposes:

- (a) to operate an animal shelter in Hillsborough County, Florida dedicated to ending animal homelessness and providing care, comfort, and medical treatment for companion animals in need;
- (b) to provide effective means for the prevention of cruelty to animals and birds;
- (c) to seek the enforcement of all laws which are now, or may hereafter be, enacted for the prevention of cruelty to animals and birds;
- (d) to secure by lawful means the arrest, conviction and punishment of all persons violating such laws;
- (e) to educate the public to be kind to all living creatures through the dissemination of humane literature and other effective methods;
- (f) to solicit and obtain grants and charitable contributions from individuals, corporations, governmental boards and agencies, and other public and private sources to fund the activities of the Corporation; and

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- (g) to transact any and all other lawful activities that are incidental to the foregoing general purposes and for which a corporation can be organized under the Florida Not For Profit Corporation Act, except as restricted by other provisions of these Articles of Incorporation.

Section 2. Powers. The Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes. The Corporation has and may exercise all powers conferred on a not-for-profit corporation under the laws of the State of Florida. Specifically, and without limitation, the Corporation shall have the power to:

- (a) buy, acquire, receive, or possess by gift, loan, lease, exchange, purchase, subscription or otherwise, any real, personal, or intangible property, or any legal or equitable interest in any real, personal, or intangible property, wherever located, including money, bonds, and securities;
- (b) repair, improve, sell, convey, mortgage, pledge, lease, exchange, dispose of, and otherwise deal with all or any part of its property and assets;
- (c) borrow money and incur debts, and in connection therewith, execute, issue and deliver promissory notes, bonds, debentures, and other evidences of indebtedness, and secure the same with mortgages, pledges, or other encumbrances of the property of the Corporation;
- (d) make contracts of any kind;
- (e) enter into leases and rental agreements;
- (f) solicit and receive funds, gifts, endowments, donations, devises and bequests; and
- (g) exercise all powers necessary or convenient to effect any or all of the purposes of the Corporation.

The powers enumerated herein are not in limitation of any powers conferred upon the Corporation by law. Notwithstanding anything contained herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE V. MEMBERS

The Corporation shall not have any members.

ARTICLE VI. TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE VII. DIRECTORS

The Corporation shall be managed, its properties controlled and its officers governed under the direction of its Board of Directors. The directors of the Corporation will be elected as provided in the Bylaws of the Corporation. The number of directors of the Corporation shall be the number from time to

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time fixed by the Board of Directors in accordance with the terms and conditions of the Bylaws of the Corporation, but at no time shall said number of directors be less than five or more than 25

ARTICLE VIII. OFFICERS

The officers of the Corporation shall consist of an executive director, a president, a vice president, a secretary, a treasurer and such other officers as the Board of Directors may elect. The officers of the Corporation shall be elected by the Board of Directors of the Corporation annually as provided in the Bylaws. Two or more offices may be held by the same person.

ARTICLE IX. AMENDMENT OF BYLAWS

Except as otherwise required by law, the Bylaws of the Corporation may be amended, altered or rescinded, or new bylaws may be adopted at any regular meeting of the Board of Directors, or at a special meeting of the Board of Directors called for that purpose. To be adopted, such amendment, alteration, or rescission must receive the affirmative vote of two thirds (2/3) of the members of the Board of Directors present at a duly constituted meeting. Any amendment, alteration, or rescission of the Bylaws that changes or deletes a provision with a greater quorum or voting requirement must satisfy that greater quorum or voting requirement for the amendment, alteration, or rescission to be effective.

ARTICLE X. AMENDMENT OF ARTICLES OF INCORPORATION

Except as otherwise required by law, the Articles of Incorporation of the Corporation may be amended, altered or rescinded, or new articles of incorporation may be adopted at any regular meeting of the Board of Directors, or at a special meeting of the Board of Directors called for that purpose. To be adopted, such amendment, alteration, or rescission must receive the affirmative vote of two thirds (2/3) of the members of the Board of Directors present at a duly constituted meeting. Any amendment, alteration, or rescission of the Articles of Incorporation that changes or deletes a provision with a greater quorum or voting requirement must satisfy that greater quorum or voting requirement for the amendment, alteration, or rescission to be effective.

ARTICLE XI. NON-PROFIT CHARACTER

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 the purposes hereinabove set forth. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not engage in any activity that would cause either (a) the Corporation to cease to be exempt from income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any superseding United States income tax law, or (b) contribution to the Corporation to cease to be deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any superseding United States income tax law.

ARTICLE XII. DISSOLUTION

Upon its dissolution, the Corporation shall adopt a plan that provides for (i) the return, transfer, or conveyance of any assets that are held by the Corporation on the condition that they be returned, transferred, or conveyed in a specified manner upon the dissolution of the Corporation, and (ii) the distribution of all its other remaining assets, after the payment of all liabilities of the Corporation and all

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costs and expenses of dissolution, for a public purpose to the Federal government, a state or local government, or one or more organizations that then qualify for exemption from income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any superseding United States income tax law). Any of the assets of the Corporation that are not so disposed of shall be disposed of by a court having jurisdiction in the Corporation's premises, exclusively for charitable, educational, religious or scientific purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for purposes similar to the purposes of the Corporation enumerated herein.

The foregoing Amended and Restated Articles of Incorporation supersede the existing Articles of Incorporation of the Corporation, as amended and restated before the effective date of these Articles of Amendment and Restatement. The foregoing amendments and restatement of the Corporation's Articles of Incorporation were adopted and approved on January 26, 2010, by the affirmative vote of 100% of the members and directors of the Corporation, which is sufficient for approval of the amendments and restatement.

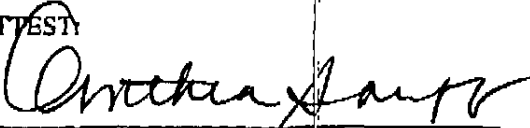
DATE: January 26, 2010



Holly O'Brien, President

(CORPORATE SEAL)

ATTEST



Cynthia Sarff, Secretary

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Acceptance of Registered Agent

I accept the appointment as registered agent for Humane Society of Tampa Bay, Inc. and agree to act in this capacity. I further acknowledge that I am familiar with the statutory obligations of a registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

DATE: January 26, 2010



Holly O'Brien

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