

JUN-21-2004(MON) 16:04 CARLTON FIELDS

P. 001/008

Division of Corporations

Page 1 of 1

753132

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000129053 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0380
From: Account Name : CARLTON FIELDS
Account Number : 076077000355
Phone : (813) 223-7000
Fax Number : (813) 229-4133

FILED
04 JUN 21 PM 5:21
DEPT. OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

04 JUN 21 PM 4:13

DEPT. OF CORPORATIONS

BASIC AMENDMENT

WILDLIFE MOBILE VETERINARY HOSPITAL AND REHABILITATI

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing

Public Access Help

Amended + Restated / Name Chg
JFM
6/21/04

JUN-21-2004(MON) 16:07 CARLTON FIELDS

P.008/008

06/21/2004 14:50 FAX 813 229 4133

CARLTON FIELDS-TAMPA - MIA CF

@002

Department of State 6/21/2004 2:30 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 21, 2004

WILDLIFE MOBILE VETERINARY HOSPITAL AND REHABILITATION
MUSEUM OF SCIENCE
3280 SOUTH MIAMI AVE
DAVIE, FL 33324US

SUBJECT: WILDLIFE MOBILE VETERINARY HOSPITAL AND REHABILITATION UNIT, INC.
REF: 753132

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.

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 (850) 245-6027.

Michelle Milligan
Document Specialist

FAX Aud. #: R04000129053
Letter Number: 504R00040946

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

FAX AUDIT NO. H04000129053 3

CERTIFICATE TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WILDLIFE MOBILE VETERINARY HOSPITAL AND REHABILITATION UNIT, INC.,
a Florida not for profit corporation

Pursuant to the provisions of Sections 617.1006 and 617.1007 of the Florida Not For Profit Corporation Act (the "Act"), Wildlife Mobile Veterinary Hospital and Rehabilitation Unit, Inc. (the "Corporation") submits this Certificate for filing and adopts the Amended and Restated Articles of Incorporation in the form attached hereto:

1. The name of the corporation is: WILDLIFE MOBILE VETERINARY HOSPITAL AND REHABILITATION UNIT, INC.

2. The Amended and Restated Articles of Incorporation of the Corporation, a copy of which is attached hereto and incorporated herein, (a) changing the Corporation's legal name to INSTITUTE OF WILDLIFE SCIENCES, INC., (b) changing the purpose for which the Corporation was organized, (c) providing for additional language allowed by Section 617.0202(2)(b) of the Act, and (d) deleting from the Corporation's Articles of Incorporation articles no longer required to be included therein, was adopted by the Board of Directors of the Corporation on June 10, 2004.

3. The Amended and Restated Articles of Incorporation of the Corporation was duly adopted and approved by means of a Unanimous Written Consent of the Corporation's Board of Directors dated as of June 10, 2004, pursuant to Sections 617.1001, 617.1002(1)(b) and 617.0821 of the Act. The Corporation has no members and therefore no vote of the members was required.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to the Amended and Restated Articles of Incorporation as of June 10, 2004.

WILDLIFE MOBILE VETERINARY
HOSPITAL AND REHABILITATION UNIT,
INC., a Florida not for profit corporation

By: 

Brian K. Mealey, President and Director

FAX AUDIT NO. H04000129053 3

11/11/2004 10:15:15

FILED
04 JUN 21 PM 5:21
CLERK OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO. H04000129053 3

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WILDLIFE MOBILE VETERINARY HOSPITAL AND REHABILITATION UNIT, INC.,
a Florida not for profit corporation

The undersigned, as President and a director of Wildlife Mobile Veterinary Hospital and Rehabilitation Unit, Inc., pursuant to the Florida Not For Profit Corporation Act, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I.

The name of the corporation shall be changed to: INSTITUTE OF WILDLIFE SCIENCES, INC. (hereinafter referred to as "Corporation").

ARTICLE II.

The principal office address and mailing address of the Corporation is: 10910 Cameron Court, Suite 103, Davie, Florida 33324.

ARTICLE III.

1. No Stock. The Corporation is organized upon a nonstock basis.
2. No Members. The Corporation shall not have any members.

ARTICLE IV.

The purposes for which the Corporation was formed are as follows:

1. To provide veterinary and rehabilitative care in all its aspects to wildlife, including, without limitation, husbandry, medicine, and surgery of sick, injured and/or mistreated wildlife.
2. To perform ecological research on wildlife independently and in cooperation with private corporations, governmental agencies and educational institutions.
3. To educate the public on wildlife and environmental issues by disseminating scientific information through educational programs offered at various locations, such as community centers, primary and secondary schools and universities, which may include standard lecture type programs and exciting and engaging hands on learning experiences.

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

FAX AUDIT NO. H04000129053 3

FILED
04 JUN 21 PM 5:21
CLERK OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO. H04000129053 3

ARTICLE V.

The street address of the Corporation's registered office is: Corporate Center Three at International Plaza, 4221 W. Boy Scout Boulevard, 10th Floor, Tampa, FL 33607-5736. The name of the Corporation's registered agent at that office is CFRA, LLC.

ARTICLE VI.

The number of directors may be changed, from time to time, in accordance with the Bylaws, provided that there shall at all times be at least three (3) directors. The method of election of the directors and their term of office shall be in accordance with the Bylaws.

ARTICLE VII.

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 set forth in Article IV hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation (a) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or (b) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE VIII.

1. Distribution of Income. The Corporation shall distribute its income 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 of 1986, as amended, or the corresponding section of any future federal tax code.

2. Self-dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

3. Excess Business Holdings. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

4. Investments Jeopardizing Charitable Purpose. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

FAX AUDIT NO. H04000129053 3

MLA#23298485.1

FAX AUDIT NO. H04000129053 3

5. **Taxable Expenditures.** The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE IX.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of (or distributed to any one or more organizations operated exclusively for charitable purposes and which qualifies as tax exempt under) Section 501(c)(3) of the Internal Revenue of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE X.

To the maximum extent permitted by the Florida law, the Corporation shall:

1. indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any 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 he or she 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.

2. indemnify any person who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof.

Expenses incurred by an officer or director in defending a civil or criminal proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation.

FAX AUDIT NO. H04000129053 3

JUN-21-2004(MON) 16:06 CARLTON FIELDS

P. 006/008

FAX AUDIT NO. H04000129053 3

The indemnification and advancement of expenses provided pursuant to this Article are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement vote of shareholders or disinterested directors, or otherwise both as to action in his or her official capacity and as to action in another capacity while holding such office.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 10th day of JUN 2, 2004.

WILDLIFE MOBILE VETERINARY
HOSPITAL AND REHABILITATION UNIT,
INC., a Florida not for profit corporation

By:


Brian K. Menley, President and Director

FAX AUDIT NO. H04000129053 3

JUN-21-2004(MON) 16:07 CARLTON FIELDS

P.007/008

FAX AUDIT NO. H04000129053 3

ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 617.0501 of the Florida Not For Profit Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Wildlife Mobile Veterinary Hospital and Rehabilitation Unit, Inc., a Florida not for profit corporation (the "Corporation"), in the Corporation's amended and restated articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the designated registered office, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 18th day of June, 2004.

CFRA, LLC, a Florida limited liability company

By: 

Miguel A. Maspons,
Authorized Representative

FAX AUDIT NO. H04000129053 3