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J. GERARD CORREA, P.A.

J. GERARD CORREA
ATTORNEY AT LAW
BOARD CERTIFIED TAXATION

275 - 96TH AVE. N., UNIT 6
ST. PETERSBURG, FLORIDA 33702-2526
(727) 577-9876

2505 ENTERPRISE RD., SUITE 2
CLEARWATER, FLORIDA 33763-1100
(727) 797-3058



FAX (727) 576-8513

REPLY TO
ST. PETERSBURG

September 16, 2002

Secretary of State
Charter Division - Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600007890286--7
-09/20/02--01002--012
****358.75 ****358.75

Re: Affidavit to File or Qualify
We Care for Paws Foundation

Gentlemen:

Enclosed herewith, is an Affidavit to The Florida Secretary of State to File or Qualify on behalf of We Care for Paws Foundation, an Irrevocable Trust. Enclosed is our check in the amount of \$358.75, covering the following fees:

Filing Fee for Affidavit	\$ 350.00
Certified copy of Affidavit	8.75
Total	\$ 358.75

Please send a certified copy of the Affidavit to our St. Petersburg, Florida office.

Yours truly,

J. GERARD CORREA, P.A.

J. Gerard Correa

JGC/dha
Enclosure

FILED
02 OCT 11 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

002-27419

10-15-02
19



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 20, 2002

J. GERARD CORREA, P.A.
275-96TH AVE, N, UNIT 6
ST PETERSBURG, FL 33702-2526

SUBJECT: WE CARE FOR PAWS FOUNDATION
Ref. Number: W02000027419

We have received your document for WE CARE FOR PAWS FOUNDATION and your check(s) totaling \$358.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Each Declaration of Trust must be in compliance with chapter 609, Florida Statutes. The Declaration of Trust must be sworn to by the Chairman of the Board as being a true and correct copy and must be notarized.

YOU NEED TO HAVE AN ORIGINAL AND ONE COPY OF THE TRUST.,

Please return the original and one copy of 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) 245-6930.

Donna Graves
Document Specialist
New Filing Section

Letter Number: 502A00053693

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE
TO FILE OR QUALIFY**

WE CARE FOR PAWS FOUNDATION

A n IRREVOCABLE TRUST

FILED
02 OCT 11 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 609.02 of the Florida Statutes, pertaining to
Common Law Declarations of Trust, the undersigned, the Chairman of the
Board of Trustees of WE CARE FOR PAWS FOUNDATION, a
(Name of Trust)

Florida Trust hereby affirms in order to file or qualify
(State)
WE CARE FOR PAWS FOUNDATION, in the State of Florida.
(Name of Trust)

1. Two or more persons are named in the Trust.
2. The principal address is 6822 - 22nd Avenue North, #125
St. Petersburg, FL 33710
3. The registered agent and street address in the State of Florida is:
CAROLYN D. ALLARD
275-96th Avenue North, Suite 6
St. Petersburg, FL 33702
4. Acceptance by the registered agent: Having been named as registered
agent to accept service of process for the above named Declaration of Trust
at the place designated in this affidavit, I hereby accept the appointment as
registered agent and agree to act in this capacity.

Carolyn D Allard

(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of
Trust under which the association proposes to conduct its business in
Florida.

NOTARY

J. Gerard Correa

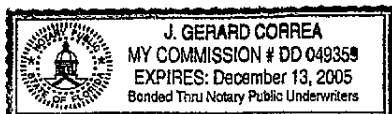
Name:

Chairman of the Board of Trustees

Filing Fee: \$350.00

Certified Copy: \$ 8.75 (optional)

CR2E063(3/00)



CERTIFICATION OF TRUE AND CORRECT COPY OF TRUST INSTRUMENT

I, CAROLYN D. ALLARD, Trustee of the We Care for Paws Foundation Trust, hereby declare, under oath, that the attached Trust instrument, dated February 6, 1998, along with the First Amendment thereto, dated November 3, 1999, are true and correct copies of the original Trust instrument and amendment thereof for the establishment of this charitable foundation.

Dated this 4th day of
October, 2002.


CAROLYN D. ALLARD

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 4th day of
October, 2002, by CAROLYN D. ALLARD, who is personally known to
me or who has produced a driver's license as identification and who did take an oath.

NOTARY PUBLIC

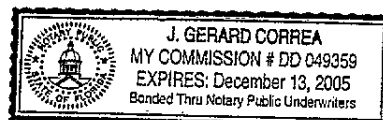

Sign

J. GERARD CORREA

Print

State of Florida at Large

My commission expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

WE CARE FOR PAWS FOUNDATION

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DECLARATION OF TRUST made in quadruplicate this 6th day of February, 1998, by CAROLYN D. ALLARD of St. Petersburg, Florida, hereinafter referred to as "Donor", and said CAROLYN D. ALLARD, of St. Petersburg, Florida hereinafter referred to as "Trustee", who hereby declares and agrees that she has received this day from herself, as Donor, the sum of ONE HUNDRED DOLLARS (\$100.00) and that she will hold and manage the same, and any additions to it, IN TRUST NEVERTHELESS. The First Successor Trustee shall be the Donor's sister, GRACE LYNCH, of St. Petersburg, Florida. A Successor Trustee shall assume the capacity of Trustee only in the event of the incapacity, death or voluntary resignation of the original Trustee hereof.

FIRST: This Trust shall be called the "WE CARE FOR PAWS FOUNDATION."

SECOND: The Trustee may receive and accept property, whether real, personal or mixed, by way of gift, bequest or devise, from any person, firm, trust, or corporation, to be held, administered and disposed of in accordance with and pursuant to the provisions of this Declaration of Trust; but no gift, bequest or devise of any such property shall be received and accepted if it is conditioned or limited in such

manner as to require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article THIRD of this Trust Agreement, or as shall, in the opinion of the Trustee, jeopardize the federal income tax exemption of this Trust pursuant to Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

THIRD: (a) The principal and income of all property received and accepted by the Trustee to be administered under this Declaration of Trust shall be held IN TRUST by it, and the Trustee may make payments or distributions from income or principal, or both, for this foundation organized for the prevention of cruelty to animals within the meaning of that term as defined in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, in such amounts and for such charitable purposes of the Trust as the Trustee shall from time to time select and determine; and the Trustee may make payments or distributions from income or principal, or both, directly for said charitable purposes, in such amounts as the Trustee shall from time to time select and determine. The goals of this Foundation are to provide:

1. Information on links between different forms of abuse.

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275 96TH AVE., NORTH

UNIT #6

ST. PETERSBURG, FL.

33702-2523

2. Emergency aid and foster care for abused, abandoned, and orphaned animals.
3. Temporary emergency shelter and care for animals of individuals in hospitals, nursing homes, adult care facilities, and shelters.
4. Grief counseling for individuals and animals as necessary.
5. Nutritional information focusing on natural diets.
6. Pre-need information for owners of companion animals.
7. Food for companion animals as necessary based on need.
8. Information on alternative health care.
9. Maintain a reading list with a focus on education and enlightenment.
10. Information on animal issues of interest.
11. A safe place where animals who are considered "unfit for adoption" due to age, medical condition, and personality traits can live in peace and receive tender loving care.
12. Rehabilitation for animals with personality traits caused by ignorance and abuse, finding appropriate homes whenever possible.
13. Spay and neutering assistance and education.

The Trustee may also make payments or distributions of all or any part of the income or principal to states, territories or possessions of the United States, or any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes within the meaning of that term as defined in paragraph (c). Income or principal derived from contributions by corporations shall be distributed by the Trustee for use solely within the United States or its possessions. No part of the net earnings of this Trust shall inure or be payable to or for the benefit of any private shareholder or individual. No part of the activities of this Trust shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(b) The Trust shall continue as long as allowed by law unless the Trustee terminates it and distributes all of the principal and income, which action may be taken by the Trustee in its discretion at anytime. Upon such termination, assets shall be distributed for prevention of cruelty to animals within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for said public purpose. The Donor

authorizes and empowers the Trustee to form and organize a nonprofit corporation limited to the use and purposes provided for in this Declaration of Trust, such corporation to be organized under the laws of any state or under the laws of the United States as may be determined by the Trustee; such corporation when organized to have to administer and control the affairs and property and to carry out the uses, objects and purposes of this Trust. Upon the creation and organization of such corporation, the Trustee is authorized and empowered to convey, transfer and deliver to such corporation all the property and assets to which this Trust may be or become entitled. The charter, bylaws and other provisions for the organization and management of such corporation and its affairs and property shall be such as the Trustee shall determine consistent with the provisions of this paragraph.

(c) In this Declaration of Trust and in any amendments to it, the term "charitable purposes" shall be limited to and shall include only charitable, scientific, literary or educational purposes to prevent cruelty to animals within the meaning of those terms as used in Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, but only such purposes as also constitute public charitable purposes under the law of trusts of the State of Florida.

FOURTH: This Declaration of Trust may be amended at any time or times by written instrument or instruments signed and sealed by the Trustee; provided that no amendment shall authorize the Trustee to conduct the affairs of this Trust in any manner or for any purpose contrary to the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code. An amendment of the provisions of this Article FOURTH (or any amendment to it) shall be valid only if and to the extent that such amendment further restricts the Trustee's amending power. All instruments amending this Declaration of Trust shall be noted upon or kept attached to the executed original of this Declaration of Trust held by the Trustee.

FIFTH: Any Trustee under this Declaration of Trust may, by written instrument, signed and acknowledged, resign. In that event, the Successor Trustee shall assume the authority as Trustee. Appointments of any Successor Trustee or Co-Trustee shall be made by the acting Trustee, if all designated Successor Trustees herein are unable or unwilling to serve as a Successor Trustee, by written instruments signed and acknowledged. Any succeeding or additional Trustee shall, upon acceptance of the office by written instrument signed, witnessed and acknowledged, have the same powers, rights and duties and the same title to the trust estate jointly with the surviving or remaining Trustee as if originally appointed.

No Trustee shall be required to furnish any bond or security. No Trustee shall be responsible or liable for the acts or omissions of any other Trustee or any predecessor or of a custodian, agent, depository or counsel selected with reasonable care.

One or more Trustees, whether original or successor, for the time being in office, shall have full authority to act even though one or more vacancies may exist. A Trustee may, by appropriate written instrument, delegate all or any part of his powers to another or others of the Trustees for such periods, subject to such conditions as such delegating Trustee may determine.

The Trustee serving under this Declaration of Trust is authorized to pay to himself amounts for reasonable expenses incurred and reasonable compensation for services rendered in the administration of this Trust; but in no event shall any Trustee who has made a contribution to this Trust, or any family member of such Trustee, ever receive any compensation thereafter.

SIXTH: In extension and not in limitation of the common law and statutory powers of the Trustee and other powers granted in this Declaration of Trust, the Trustee shall have the following discretionary powers:

- (a) To invest and reinvest the principal and income of the Trust in any regulated investment company as defined in Section 851 (a) of the

Internal Revenue Code, or corresponding section of any future federal tax code, though some or all of the property so acquired or retained is of a kind or size which but for express authority would not be considered proper and although all of the trust funds are invested in the securities of one regulated investment company. No principal or income, however, shall be loaned directly or indirectly to any Trustee or to anyone, corporate or otherwise, who has at anytime made a contribution to this Trust or to any family member of such person, nor to anyone except on the basis of an adequate interest charge and with adequate security.

(b) To sell, lease or exchange any personal, mixed or real property at public auction or private contract, for such consideration and such terms as to credit or otherwise, and to make such contracts and enter such terms as to credit or otherwise, and to make such contracts and enter into such undertakings relating to the Trust property, as they consider advisable, whether or not such leases or contracts may extend beyond the duration of the Trust.

(c) To borrow money for such periods, at such rates of interest, and upon such terms as the

Trustee considers advisable, and as security for such loans to mortgage or pledge any real or personal property with or without power of sale; to acquire or hold any real or personal property, subject to any mortgage or pledge of property acquired or held by this Trust.

(d) To execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory notes, releases, and other instruments, sealed or unsealed, incident to any transaction in which they engage.

(e) To vote, to give proxies, to participate in the reorganization, merger or consolidation of any concern, or in the sale, lease, disposition or distribution of its assets; to join with other security holders in acting through a committee depositary, voting trustees, or otherwise, and, in this connection, to delegate authority to such committee, depositary, or trustees and to deposit securities with them to transfer securities to them; to pay assessments levied on securities or to exercise subscription rights in respect of securities.

(f) To employ a bank or trust company as custodian of any funds or securities and to delegate to it such powers as they deem appropriate; to hold trust

property without indication of fiduciary capacity but only in the name of registered nominee, provided the Trust property is at all times identified as such on the books of the Trust; to keep any or all of the trust property or funds in any place or places in the United States of America; to employ clerks, accountants, investment counsel, investment agents, and any special services, and to pay the reasonable compensation and expenses of all such services in addition to the compensation of the Trustee.

SEVENTH: The Trustee's powers are exercisable solely in the fiduciary capacity consistent with and in furtherance of the charitable purposes of this Trust as specified in Article THIRD and not otherwise.

EIGHTH: In this Declaration of Trust and in any amendment to it, references to "Trustee" means the one or more Trustees, whether original or successor, singular or plural, for the time being in office.

NINTH: Any person may rely on a copy, certified by a notary public, of the executed original of this Declaration of Trust held by the Trustees, and of any of the notations on it and writing attached to it, as fully as he might rely on the original documents themselves. Any such person may rely fully on any statements of fact certified by anyone who appears from such original documents or from such certified copy to be a

Trustee under this Declaration of Trust. No one dealing with the Trustee need inquire concerning the validity of anything the Trustee purports to do. No one dealing with the Trustee need see to the application of anything paid or transferred to or upon the order of the Trustee of the Trust.

TENTH: Any other provisions of this instrument notwithstanding, the Trustee 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, or corresponding section of any future federal tax code.

ELEVENTH: Any other provisions of this instrument notwithstanding, the Trustee 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; nor 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; nor make any investments in such manner as to incur tax liability under section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code; nor make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

TWELFTH: This Declaration of Trust is to be governed in all respects by the laws of the State of Florida.

LAW OFFICE OF

J. GERARD CORREA, P.A.
275 96TH AVE., NORTH

UNIT #6

ST. PETERSBURG, FL.

33702-2523

WITNESSES:

Shari Kamerling Carolyn D. Allard
Sign CAROLYN D. ALLARD, Donor &
Trustee

SHARI KAMERLING
Print

6822-22ND AVENUE NORTH, #125
ST. PETERSBURG, FL 33710

J. Gerard Correa
Sign

J. GERARD CORREA
Print

STATE OF FLORIDA)
COUNTY OF PINELLAS)

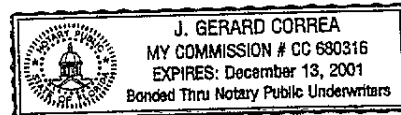
The foregoing instrument was acknowledged before me this 6th day of February, 1998, by CAROLYN D. ALLARD, who is personally known to me or who has produced a driver's license as identification and who did take an oath.

NOTARY PUBLIC

J. Gerard Correa
Sign

J. GERARD CORREA
Print

State of Florida at Large
My commission expires:



FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST AMENDMENT TO TRUST AGREEMENT
OF
WE CARE FOR PAWS FOUNDATION

WHEREAS, under date the 6th day of February, 1998, by CAROLYN D. ALLARD, of St. Petersburg, Florida, hereinafter referred to as the Donor, and said CAROLYN D. ALLARD, hereinafter referred to as Trustee, created a Trust Agreement dated February 6, 1998, in which said Trust Agreement could be amended from time to time; and

WHEREAS, the Trustees have determined that an amendment to the Trust Instrument needs to be made to incorporate a Board of Directors consisting of a majority of non-salaried individuals in order to qualify as a tax exempt organization under the Internal Revenue Code of 1986, as amended; and

WHEREAS, after deliberate and comprehensive reconsideration of the objectives of this Foundation, the Donor and Trustee has decided to amend said Trust Agreement, to provide as follows:

NOW, THEREFORE, the Trust Agreement is amended as follows:

A new Article THIRTEENTH is hereby added to said Trust Agreement, said Article to read as follows:

THIRTEENTH: The Trust Fund and any charitable organizations or activities owned and operated by said Trust Fund shall be administered and managed by a Board of

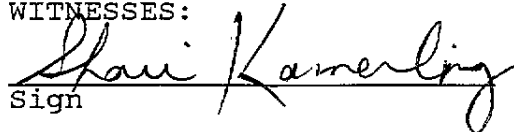
Directors consisting of no less than three individuals. The Board of Directors will not be compensated for their services in serving on said Board of Directors. In addition, a majority of the Board of Directors will not be related to either any salaried personnel of the Trust Fund or any organization or activity administered and operated by this Trust Fund or the Trustee of this Trust Agreement. The initial members of the Board of Directors will be as follows:

- (1) CAROLYN D. ALLARD of St. Petersburg, Florida,
- (2) BONNIE E. FLETCHER of St. Petersburg, Florida, and
- (3) BETTY J. FLETCHER of St. Petersburg, Florida.

The foregoing instrument comprises the entire First Amendment to the Trust Agreement of WE CARE FOR PAWS FOUNDATION, dated February 6, 1998, and the Donor and Trustee does hereby ratifies and affirms the remainder of said Trust Agreement.

IN WITNESS WHEREOF, the Donor has hereunto set her hand and seal this 3rd day of November, 1999.

WITNESSES:


Sign

SHARI KAMERLING

Print

 (SEAL)
CAROLYN D. ALLARD, Donor & Trustee

6822 - 22nd Avenue N. #125
St. Petersburg, Florida 33710


Sign

J. GERARD CORREA

Print

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J. GERARD CORREA, P.A.

275 96TH AVE., NORTH

UNIT #6

ST. PETERSBURG, FL.

33702-2523

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this
3rd day of November, 1999, by CAROLYN D. ALLARD,
who is personally known to me or who has produced a driver's
license as identification and who did take an oath.

NOTARY PUBLIC


Sign

J. GERARD CORREA

Print

State of Florida at Large

My commission expires:

