

1/14/2020

Division of Corporations

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
COMPASSION OVER KILLING, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

FILED
20 JAN 14 PM 12:06
SECRETARY OF STATE
FALL AVENUE, S.W.
TALLAHASSEE, FL 32399-0001

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JAN 15 2020
TS

**NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**
(Pursuant to s. 617.1504, F.S.)

**SECTION I
(1-3 MUST BE COMPLETED)**

F16000002202

(Document Number of Corporation (if known))

1. Compassion Over Killing, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. May 12, 2016

(Date authorized to conduct affairs in Florida)

**SECTION II
(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 1, 2020

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. Animal Outlook, Inc.

(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

(New duration)

(Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

(New jurisdiction)

(Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Erica Meier
(Signature of the chairman or vice chairman of the board, president, or other officer - if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Erica Meier

(Typed or printed name of the person signing)

President

(Title of person signing)

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 TALLAHASSEE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "COMPASSION OVER KILLING, INC.", CHANGING ITS NAME FROM "COMPASSION OVER KILLING, INC." TO "ANIMAL OUTLOOK, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 2019, AT 5:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE FIRST DAY OF JANUARY, A.D. 2020.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2741967 8100
SR# 20198700894

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 204249472
Date: 12-18-19

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
COMPASSION OVER KILLING, INC.**

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:30 PM 12/17/2019
FILED 05:30 PM 12/17/2019
SR 20198700894 - File Number 2741967

Compassion Over Killing, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The Corporation's Certificate of Incorporation was originally filed with the Secretary of State of Delaware on April 18, 1997 (the "Original Certificate"). The name of the Corporation as stated in the Original Certificate is Compassion Over Killing, Inc.
2. This Amended and Restated Certificate of Incorporation (the "Amended and Restated Certificate") amends, restates and integrates the provisions of the Original Certificate, and was duly adopted in accordance with the provisions of Sections 103, 242 and 245 of the Delaware General Corporation Law ("DGCL").
3. The effective date of this Amended and Restated Certificate is January 1, 2020.
4. The text of the Original Certificate is hereby amended and restated in its entirety to provide as follows:

ARTICLE I

The name of the Corporation is Animal Outlook, Inc.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware 19801. The name of its registered agent at that address is The Corporation Trust Company.

ARTICLE III

The Corporation is a nonprofit organization organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"). Consistent with the foregoing, the purposes for which the Corporation is formed are as follows:

1. To provide and disseminate information and data regarding the inhumane treatment of animals by society.
2. To solicit, receive, invest, administer, and distribute property and funds for the above purposes, and for no other purpose.
3. To do such acts and carry on such business as may be permitted by nonprofits corporations under the General Corporation Law and other laws of the State of Delaware and the United States in order to accomplish the above purposes.
4. The funds of the Corporation shall not be restricted in use to people of any race, faith, color or creed but shall be administered on a nondiscriminatory and interdenominational basis.
5. Said corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purpose, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE IV

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. 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 this Article. 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 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 (i) by a corporation exempt from taxation under Section 501(c)(3) of Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V

The Corporation shall be a membership corporation and shall not have authority to issue capital stock. The conditions of membership in the Corporation and the voting powers of the members shall be as set forth in the Bylaws of the Corporation.

ARTICLE VI

The business and affairs of the Corporation, and the control and disposition of its property and funds, shall be managed by or under the direction of the Board of Directors of the Corporation. The qualification, tenure, number, election, powers and duties of the members of the Board of Directors shall be as provided in the Bylaws. No officer, member of the Board of Directors, or employee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services actually rendered to or on behalf of the corporation.

The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of the subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

ARTICLE VII

The duration of the Corporation is to be perpetual.

ARTICLE VIII

In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by operation of law, except as may be otherwise provided by law, this Board of Directors of the Corporation shall have the power to dispose of the total assets of the Corporation in such manner as they, in the exercise of any absolute and uncontrolled discretion, may be a majority vote determine; provided, however, that such disposition shall be calculated as to carry out the objects and purposes for which the Corporation is formed and only such objects and purposes; provided, however, that the recipients of such disposition shall be limited exclusively to the federal government or to a state or local government exclusively for public purposes, or to any organization which, at the time of disposition, is recognized as exempt from tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

ARTICLE IX

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed statute, and all rights conferred herein are granted subject to this reservation, provided, however, that no amendment shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose which would cause it to lose its tax-exempt status under the provisions of the Code.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation is executed as
of this December 13, 2019.

A handwritten signature in black ink, appearing to read "E Meier", is positioned above a horizontal line.

Name: Erica Meier
Title: President