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*****78.75 *****78.75

Secretary of State
Division of Corporations
409 East Gaines St.
Tallahassee, Florida 32301

HAND DELIVERY

Re: Articles of Incorporation of Animal Rescue of Midway, Inc.

To Whom it May Concern:

Enclosed for filing please find the Articles of Incorporation of Animal Rescue of Midway Inc., along with one copy of the Articles of Incorporation. In addition, please find a check in the amount of \$78.75 for payment of filing fees for the Articles and a Certificate of Status. Please call us as soon as we can pick up the Certificate of Status and we will arrange for a messenger to pick it up.

Thank you for your assistance. Please contact our office should you have any questions.

Very truly yours,

Bob Hightower
Robert S. Hightower

Enclosures
RSH/rmp
cc: William C. McLain (w/enclosures)

FILED
00 JAN 20 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JAN 18 PM 3:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. SMITH JAN 25 2000

W-1412



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 18, 2000

ROBERT S. HIGHTOWER, ESQ.
241 E. VIRGINIA ST.
P.O. BOX 4165
TALLAHASSEE, FL 32315-4165

SUBJECT: ANIMAL RESCUE OF MIDWAY, INC.
Ref. Number: W00000001412

We have received your document for ANIMAL RESCUE OF MIDWAY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 500A00002443

**ARTICLES OF INCORPORATION
OF
Animal Rescue of Midway, Inc.**

The undersigned natural person, of legal age, acting as Incorporator under the provisions of Florida Statutes, Chapter 617, for the purposes of forming a corporation under the Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be **Animal Rescue of Midway, Inc.**

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The address of the Corporation's principal place of business is State Road 268, Top of Hill, Midway, Florida 32343. The mailing address of the Corporation is Post Office Box 347, Midway, Florida 32343.

ARTICLE III

PURPOSES

The Corporation shall engage in the activity and business of maintaining and operating an animal rescue mission.

ARTICLE IV

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one person. The name and address of the

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TALLAHASSEE, FLORIDA

member of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of the members, and thereafter until his successor is elected is as follows:

William C. McLain:
Patricia B. McLain:

Post Office Box 347
Midway, Florida 32343

Robert S. Hightower
P.O. Box 4165
Tallahassee, Fl. 32315-4165

The method of election of directors shall be stated in the Bylaws of the Corporation.

ARTICLE V

REGISTERED OFFICE AND AGENT

The address of this Corporation's registered office is 241 East Virginia Street, Tallahassee, Florida 32315, and the name of its agent at said address is Robert S. Hightower.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of this Corporation is as follows:

William C. McLain:

Post Office Box 347
Midway, Florida 32343

IN WITNESS WHEREOF, I, WILLIAM C. McLAIN, being the original subscribing Incorporator to the foregoing Articles of Incorporation, execute these Articles of Incorporation this 13TH day of JANUARY, 2000.

William C. McLain
WILLIAM C. McLAIN

IN WITNESS WHEREOF, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent, this 15 day of January, 2000.

Robert S. Hightower
ROBERT S. HIGHTOWER
Registered Agent

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TALLAHASSEE, FLORIDA