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RICHARD B. OWEN, P.A.

ATTORNEYS AND COUNSELLORS AT LAW

RICHARD B. OWEN

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March 23, 2000

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314
Attention: Certification Section

600003182986--8
-03/24/00--01057--013
****122.50 *****78.75

RE: PENNIES TO PROTECT POLICE DOGS, INC.

Dear Sir or Madam:

Enclosed herewith please find two (2) counterparts of the Articles of Incorporation of the captioned corporation.

Additionally please find my check for \$122.50 in payment for the following:

a) Articles of Incorporation	35.00
b) Certified Copy	52.50
c) Designation of Resident Agent	<u>35.00</u>

Total 122.50

EFFECTIVE DATE

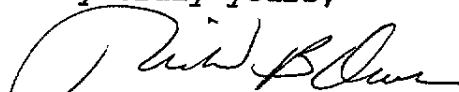
03-23-00

for the above referenced corporation.

Please be kind enough to process this request as soon as possible and return the Certified copy of Articles of Incorporation in the enclosed return federal express mailer.

Thank you for your anticipated assistance and good services.

Very truly yours,


Richard B. Owen

FILED
00 MAR 24 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RBO/ala
Enclosures

ARTICLES OF INCORPORATION

OF

PENNIES TO PROTECT POLICE DOGS, INC.

FILED
00 MAR 24 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: **PENNIES TO PROTECT POLICE DOGS, INC.**, whose initial business address is 508 Zinnia Drive, Casselberry, Seminole County, Florida 32707.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under other laws of this State. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. More specifically, to purchase soft body armor (bullet-proof vests) for law enforcement canines. The funds to purchase these vests will be derived solely from donations and awarded to bona fide law enforcement agencies within the State of Florida. Law enforcement agencies wishing to receive a vest for

EFFECTIVE DATE
03-23-00

their canines will make their request in writing to the Corporation, who by a majority vote, will make such awards.

D. This corporation is organized exclusively for charitable, religious, educational, or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 4. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 5250 So. U.S. Highway 17-92, Casselberry, Seminole County, Florida 32707, and the name of the Registered Agent at that address is Richard B. Owen, Esquire.

Article 5. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is four (4), but is authorized by these articles to be increased to seven (7), provided however, that the board shall always consist of a number of members not less than four (4) in number. The Board of Directors shall be elected or appointed in accordance with the manner of election or appointment as set forth in the Bylaws. The Incorporator shall appoint the initial Directors and thereafter, they are to be elected by a majority vote of the Board of Directors or as otherwise stated in the Bylaws. The name and address of each initial Director of the Corporation is as follows:

Stacey Hillman
508 Zinnia Drive
Casselberry, FL 32707

Christopher L. Fannin
3529 Shirley Drive
Apopka, FL 32709

Jackie Moore
508 Zinnia Drive
Casselberry, FL 32707

Martin S. LaBrusciano
4195 South Hwy. 17-92
Casselberry, FL 32707

Article 6. Initial Officers. The number of initial Officers of this corporation shall be four (4) and thereafter limited to ten (10). The incorporators shall appoint the initial four (4) (President, Vice President, Secretary/Treasurer, and Officer), and any additional or subsequent Officers are to be elected by a majority vote of the Board of Directors. The initial officers, by virtue of office shall be Board Members. The name and addresses of each Initial Officer is as follows:

	<u>Office</u>
Stacey Hillman 508 Zinnia Drive Casselberry, FL 32707	President
Christopher L. Fannin 3529 Shirley Drive Apopka, FL 32709	Vice-President
Jackie Moore 508 Zinnia Drive Casselberry, FL 32707	Secretary/Treasurer
Martin S. LaBrusciano 4195 South Hwy. 17-92 Casselberry, FL 32707	Assistant Vice- President

Article 7. Incorporator. The name and address of each Incorporator is as follows:

Richard B. Owen
5250 So. U.S. Highway 17-92
Casselberry, FL 32718-0895

Article 8. Capital Stock. There shall be no capital stock issued, and this corporation is not organized for profit, nor shall any part of the net earnings of the corporation inure to the benefit of any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, nor to any Directors or Officer of the Corporation, nor to any other private persons, excepting solely such responsible compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation.

Article 9. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Members, Directors or Officers is subject to this reservation.

Article 10. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 11. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors,

but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Members.

Article 12. Commencement of Corporate Existence. In accordance with Section 617.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, which is March 23, 2000.

Article 13. Miscellaneous Provisions.

A. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), and political campaign on behalf of, or in opposition to, any candidate for public office.

B. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Article 14. Termination or Dissolution of Corporation.

Upon the dissolution of this corporation, its asset remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal

Revenue Code of 1986, or shall be distributed to the federal government, or a state or local government, for a public purpose.

Article 15. Federal Identification Number. The Federal Employer Identification Number (EIN) is 65-0992084 and was obtained March 23, 2000.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 23rd day of March, 2000.


RICHARD B. OWEN

STATE OF FLORIDA

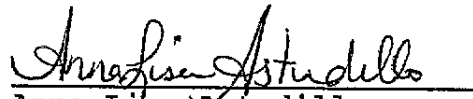
COUNTY OF SEMINOLE

Before me personally appeared RICHARD B. OWEN to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and produced valid Driver's Licenses as identification, acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 23rd day of March, 2000.



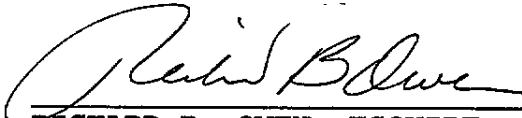
Anna-Lisa Astudillo
Commission # 00839309
Expires May 23, 2003
Bonded Through
Atlantic Bonding Co., Inc.


Anna-Lisa Astudillo
Notary Public
State of Florida
My Commission expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **PENNIES TO PROTECT POLICE DOGS, INC.**, which is contained in the foregoing Articles of Incorporation.

DATED this 23rd day of March, 2000.



RICHARD B. OWEN, ESQUIRE

FILED
00 MAR 24 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA