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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : LITTMAN, SHERLOCK & HELMS, INC.  
Account Number : I19980000097  
Phone : (561) 287-0200  
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FLORIDA NON-PROFIT CORPORATION

HOBE SOUND ANIMAL PROTECTION LEAGUE, INC.

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ARTICLES OF INCORPORATION

OF

HOBE SOUND ANIMAL PROTECTION LEAGUE, INC.

(a Florida non-profit corporation)

ARTICLE ONE

Name

The name of the Corporation is the Hobe Sound Animal  
Protection League, Inc.

ARTICLE TWO

Duration

The term of existence of the Corporation is perpetual.

ARTICLE THREE

Purpose

The Corporation is organized in order to engage in any lawful  
purposes not for pecuniary profit which foster and promote humane

Prepared by  
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and responsible approaches to animal care and wildlife issues on Jupiter Island and in Hobe Sound, Florida, including actively seeking to reduce and control the area's feral cat population and providing appropriate care for sick or injured animals consistent with a policy of compassionate, caring solutions to animal and wildlife issues.

#### ARTICLE FOUR

##### Registered Agent Information

The street address of the initial registered office of this corporation is 618 East Ocean Boulevard, Suite 5, Stuart, Florida, and the name of the initial registered agent of this corporation at that address is VIRGINIA P. SHERLOCK. The principal office of the corporation is located at 141 Gomez Road, Hobe Sound, Florida 33455 and the mailing address is the same.

#### ARTICLE FIVE

##### Directors

There shall be eight (8) members of the initial Board of Directors of the Corporation. The number of Directors may be increased or diminished from time to time by the By-Laws but

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shall never be less than three (3) members and never more than twelve (12) members. The names and addresses of the persons who shall serve as Directors until the first election thereof are:

Winifred Walker  
P.O. Box 496  
Unionville, PA 19375

Allola McGraw  
Box 114  
Hobe Sound, FL 33455

Peter Bender  
27 Merrimack Street  
Concord, NH 03301

Rita Clark  
146 Gomez Road  
Hobe Sound, FL 33455

Joan French  
299 S. Beach Road  
Hobe Sound, FL 33455

Ellie Booth  
Algozzini Terrace  
Hobe Sound, FL 33455

Nefele Domencich  
429 S. Beach Road  
Hobe Sound, FL 33455

Elise Hughes  
141 Gomez Road  
Hobe Sound, FL 33455

## ARTICLE SIX

### Officers

The affairs of the Corporation shall be managed by a President, a Vice President, a Secretary and a Treasurer. Such Officers shall be elected annually on 15 November or such other

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date each year as shall be established by the Board of Directors.  
The names of the persons who shall serve as Officers until the  
first election of Officers under these Articles of Incorporation  
are as follows:

Elise Hughes - President

Allola McGraw - Vice President/Secretary/Treasurer

#### ARTICLE SEVEN

##### Members

The Corporation shall have Members. Members of the  
Corporation shall be persons interested in fostering and promoting  
humane and responsible approaches to animal care and wildlife  
issues on Jupiter Island and in Hobe Sound, Florida.

#### ARTICLE EIGHT

##### By-Laws

The Bylaws of the corporation may be made, altered, or rescinded  
by the Directors of the corporation or by a meeting of members  
called for the purpose.

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## ARTICLE NINE

### Amendments to Articles

These Articles of Incorporation may be amended by the act of the Directors of the Corporation. Such amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

## ARTICLE TEN

### Incorporators

The names and residence addresses of the subscribers of these Articles of Incorporation are:

Elise Hughes  
141 Gomez Road  
Hobe Sound, FL 33455

Allola McGraw  
Box 114  
Hobe Sound, FL 33455

## ARTICLE ELEVEN

### General Powers

The Corporation shall be empowered to:

1. Own and convey property;
2. Operate and maintain property;

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3. Establish rules and regulations;
4. Sue and be sued;
5. Contract for goods and services to carry out the purposes of the corporation;

## ARTICLE TWELVE

### Tax Exemption

Said corporation is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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

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furtherance of the purposes set forth in Article Third 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 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 (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

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Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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IN WITNESS WHEREOF, we have subscribed our names this 26<sup>th</sup> day  
of April, 2000.

Elise H. Hughes

Nellie L. McGraw

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with said Act:

That HOBE SOUND ANIMAL PROTECTION LEAGUE, INC., desiring to  
organize under the laws of the State of Florida, with its  
principal office at the City of Hobe Sound, County of Martin,  
State of Florida, as set forth in the Articles of Incorporation,  
has named VIRGINIA P. SHERLOCK, located at 618 East Ocean  
Boulevard, Suite 5, Stuart, Florida, as its Registered Agent to  
accept service of process on the corporation's behalf within this  
State.

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ACKNOWLEDGMENT

Having been named to accept service of process for the above mentioned corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
As Registered Agent

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