PATTERSON, ESKIN
& BALL
ATTORNEYS AND COUNSELORS AT LAW

NEAL C. PATTERSON, JR., P.A.
HAROLD S. ESKIN, P.A.
DIXIE LEE BALL, P.A.

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

April 24, 2000

FILED
00 MAY -3 AM 10:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

Re: CHIHUAHUA RESCUE AND TRANSPORT, INC.

Dear Sirs:

Enclosed is an original and one copy of the Articles of Incorporation for CHIHUAHUA RESCUE AND TRANSPORT, INC., together with a check in the amount of $78.75, for the following expenses:

$ 35.00 - Filing fee
35.00 - Registered Agent fee
8.75 - Certified copy fee

Please return a certified copy of the Articles of Incorporation to this office as soon as possible.

Thank you for your cooperation. If you have any questions, please do not hesitate to contact me.

Sincerely yours,

Sally L. Barney
Secretary to DIXIE LEE BALL

Enclosures: as stated

PLEASE NOTE OUR NEW ADDRESS:

1420 SE 47TH STREET
CAPE CORAL, FL 33904

S. Thompson MAY 0 4 2000

1201 CAPE CORAL PARKWAY, CAPE CORAL, FLORIDA 33904 • (941) 549-5551 • FAX (941) 549-4834

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 27, 2000

DIXIE LEE BALL, ESQ.
1420 SE 47TH ST.
CAPE CORAL, FL 33904

SUBJECT: CHIHUAHUA RESCUE AND TRANSPORT, INC.
Ref. Number: W00000011177

We have received your document for CHIHUAHUA RESCUE AND TRANSPORT, 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):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

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) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 200A00023242

ARTICLES OF INCORPORATION

OF

CHIHUAHUA RESCUE AND TRANSPORT, INC.

We, the undersigned, with other persons being desirous of forming a corporation for charitable and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

Name

The name of this corporation is

CHIHUAHUA RESCUE AND TRANSPORT, INC.

ARTICLE II

Term of Existence

This corporation is to exist perpetually.

ARTICLE III

Purposes

The general nature of the objects and purposes of this corporation shall be to shelter, rehabilitate and place in new homes unwanted abandoned and abused chihuahua and chihuahua mixed dogs; prevent cruelty to animals; educate the general public about and encourage proper care of small dogs.

ARTICLE IV

Qualification of Members

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws.

ARTICLE V

Location

The principal place of business and mailing address of this corporation is 1932 Woodring Road, Sanibel, FL 33957-3433 and the name of the initial registered agent of this corporation is DIXIE LEE BALL, and the initial registered office shall be 1420 SE 47th Street, Cape Coral, Lee County Florida 33904.

ARTICLE VI

Board of Directors

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have eleven (11) directors initially, who shall be elected annually, unless changed by the Bylaws. The number of directors may be increased from time to time by the Bylaws, but shall never be less than three.

Section 2. The Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 4. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation, are:

NAME	ADDRESS
SUSAN SAVARESE	4611 Forthbridge Drive Houston, TX 77084
ROBIN PITRE	2709 Canterbury Street Euless, TX 76093
LECLAIR BISSELL	1932 Woodring Road Sanibel, FL 33957-3433
MONICA HENDREN	8460 S. Breeden Rd. Bloomington, IN 47403
TERESA S. SOLOMON	2350 June Springs Drive Marietta, GA 30008
GRACIA BERRY	111 South State Street Concord, NH 03301
LESLIE HARGER	1955 Eastlake Boulevard Carson City, NV 89704-9722
LINDA FLEISCH	P.O. Box 524 Liverpool, NY 13088
LYNNIE BUNTEN	5019 Village Trail San Antonio, TX 78218
LAURA HASENSTAB	1407 Chase Avenue Cincinnati, OH 45223
DEBORA VARCO	3219 Burgundy Road Decatur, GA

ARTICLE VII

Subscribers

The names and residences of the subscribers to these Articles are:

SUSAN SAVARESE
4611 Forthbridge Drive
Houston, TX 77084

ROBIN PITRE
2709 Canterbury Street
Euless, TX 76093

LECLAIR BISSELL
1932 Woodring Road
Sanibel, FL 33957-3433

MONICA HENDREN
8460 S. Breeden Road
Bloomington, IN 47403

ARTICLE VIII

Officers

Section 1. The officers of the corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

OFFICE	NAME
President	SUSAN SAVARESE
Vice-President	ROBIN PITRE
Treasurer	LECLAIR BISSELL
Secretary	MONICA HENDREN

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE IX

Bylaws

Section 1. The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE X

Amendments

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

ARTICLE XI

Nonprofit Status

Section 1. No part of the net earnings of the corporation shall inure to the benefit of any individual or member.

Section 2. The corporation shall not carry on propaganda, or otherwise act to influence legislation.

ARTICLE XII

Dues

The amount of the yearly dues payable by members shall be such amount as may be determined from time to time by the Board of Directors.

ARTICLE XIII

Powers

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

ARTICLE XIV

Meetings

Section 1. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

Section 2. The corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

ARTICLE XV

Distribution of Assets upon Dissolution

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under applicable provisions of the Internal Revenue Code, or to the Federal government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this corporation.

IN WITNESS WHEREOF, we, the undersigned subscribed incorporators, have hereunto set our hands and seals this 21 day of March, 2000, for the purpose of forming this corporation not for profit under laws of the State of Florida.

Susan Savarese
SUSAN SAVARESE

Robin Pitre
ROBIN PITRE

Lynnie Bunten
LYNNIE BUNTEN

LeClair Bissell, MD
LECLAIR BISSELL

Monica Hend
MONICA HENDREN

ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE OF
CHIHUAHUA RESCUE AND TRANSPORT, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and the complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

Dated: 5/2/00 Dixie Lee Ball
DIXIE LEE BALL

FILED
00 MAY -3 AM 10:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA

COUNTY OF LEE

The foregoing Acceptance as Registered Agent was acknowledged before me this 2nd day of May, 2000, by DIXIE LEE BALL, the subscriber to these Articles of Incorporation.

Notary Public Sally L. Barney

My Commission Expires:

Sally L. Barney
MY COMMISSION EXPIRES
March 16, 2004
#CC919306
Bonded thru Troy Fain-Insurance
NOTARY PUBLIC, STATE OF FLORIDA