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July 24, 2000

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

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation
All Creatures Sanctuary, Inc

Dear Ladies and Gentlemen:

Enclosed please find the original Articles of Incorporation for the All Creatures Sanctuary, Inc. A check in the amount of \$78.75 is enclosed for the required fee to incorporate this non-profit corporation.

Thank you for your prompt attention to this application. Should you have any questions regarding this transaction, please do not hesitate to contact me.

Sincerely yours,

Justine Lufkin

Justine Lufkin

Enc.

ALL CREATURES Sanctuary
13580 Deer Creek Drive
Palm Beach Gardens, Fla. 33418

FILED
00 JUL 25 AM 8:39
TALLAHASSEE, FL
SECRETARY OF STATE

gk 7/27

ARTICLES OF INCORPORATION

I, the undersigned, acknowledge and file in the office of the Secretary of State of the State of Florida, for the purpose of forming a non-profit corporation in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I NAME

The name of the corporation shall be All Creatures Sanctuary, Inc., a Florida non-profit corporation, hereinafter referred to as the "Corporation".

ARTICLE II EXISTENCE

The period of duration of this Corporation is perpetual, unless sooner dissolved according to law.

ARTICLE III PURPOSE

The purpose of purposes for which this corporation is organized are exclusively for those charitable purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Revenue Law. This corporation shall not be conducted or operated for profit, and no part of the net earnings of this 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 furtherance of Section 501(c) (3) purposes.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation from Federal Income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding section of any future Federal tax code).

The Corporation is organized pursuant to Florida Statutes Chapter 617 for the purpose of rescuing and rehabilitating domestic animals.

ARTICLE IV POWERS

The powers of the Corporation shall include and be governed by the following provisions:

Section 1. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration, and all the powers set forth in the Declaration which are lawful.

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IN THE OFFICE OF THE
CLERK OF THE SECRETARY OF
STATE
TALLAHASSEE, FLORIDA

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Section 2. The Corporation shall have all of the powers reasonable necessary to implement its purpose, including, but not limited to, the following:

(a) To make and amend By-Laws for the Corporation and regulations respecting the use of the Property.

(b) To enforce by legal means the provisions of the Declaration, these Articles and the By-Laws.

ARTICLE V
SUBSCRIBER

The name and address of the subscriber hereto is Justine Lufkin, 13580 Deer Creek Drive, Palm Beach Gardens, Florida 33418.

ARTICLE VI
BY-LAWS

The By-Laws of the Corporation shall be adopted by the first Board of Directors. By-Laws may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE VII
ADDRESS OF REGISTERED OFFICE


The street address of the registered office of this Corporation in the State of Florida shall be 13580 Deer Creek Drive, Palm Beach Gardens, Florida 33418. The name of the initial registered agent at this address shall be Justine Lufkin. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VIII
ORGANIZATION

The Corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Dated this ____ day of July, 2000.

IN WITNESS WHEREOF, the undersigned being the subscriber of this Corporation has executed these Articles of Incorporation.


Justine Lufkin

ACCEPTANCE OF REGISTERED/RESIDENT AGENT

Having been designated to accept service of process for the above stated corporation, at the place set forth hereinabove, and having been named the statutory agent of the above corporation at the place designated in these Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Justine Lufkin
Justine Lufkin

SECRET
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 24 day of July, 2000
by Justine Lufkin. She is personally known to me or has produced a drivers license as
identification.

NOTARY PUBLIC

Victoria A Celio

My Commission Expires:

