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OFFICE OF STATE
TALLAHASSEE, FLORIDA

Department of State

Division of Corporations

PO Box 6327

Tallahassee, Florida 32314

SUBJECT: All Creatures Sanctuary, Inc.

Enclosed is an original and (1) one copy of the Articles of Amendment to the Articles of Incorporation and a check for \$43.75 to cover the \$35.00 filing fee and the \$8.75 certified copy fee. Please return to:

Covenant Financial, Inc.
21 N. Hepburn Ave, Suite 20
Jupiter, FL 33458

PS. Should you have any questions please call Roy Wiley at 561-744-9547.

Amend
11-27-00
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ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
ALL CREATURES SANCTUARY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant of the provisions of section 617.1006, Florida Statutes, this Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments amended and adopted:

Article III is being amended to include:

**ARTICLE III
PURPOSE**

All Creatures Sanctuary, Inc. is organized exclusively for charitable, religious, including, for such purposes, the making of distributions to organizations under Section 501(c)(3).

Article IX is being added:

**ARTICLE IX
LIMITATION OF POWERS**

No part of the income of this corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. 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, or in opposition to, any candidate for public office.

Notwithstanding any other provision of the 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 (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLES OF AMENDMENT
ALL CREATURES SANCTUARY, INC

Article X is being added:

**ARTICLE X
FUTURE DISTRIBUTION OF THE ASSETS**

Upon dissolution of the organization assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, State or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

Article XI is being added:

**ARTICLE XI
BOARD OF DIRECTORS**

The Board of Directors shall consist of not less than three (3) unrelated persons, shall always consist of an odd number of members and the unrelated members shall always be a majority of the board members. The Board of directors shall be designated by the by-laws, and elected at the annual meeting, or at a specially called meeting for the purpose of electing a director of this corporation. The majority of the board of directors will be non-salaried and will not be related to salaried personnel. In addition, the salaried individuals can not vote on their own compensation and the board will make compensation decisions.

The initial board and their names and addresses are as follows:

Justine Lufkin
13580 Deer Creek Drive, Palm Beach Gardens, FL 33418

Valerie Angeli
236 East 36th Street, Apt 4, NY, NY 10016


Rosemary Darville
839 Croton Drive, Royal Palm Beach, FL 33411

ARTICLES OF AMENDMENT
ALL CREATURES SANCTUARY, INC

SECOND: The date of the amendment adoption was November 1, 2000.

THIRD: There are no members or members entitled to vote on the amendments. The board of directors adopted the amendments.

Signed this 1st day of November 2000.



Justine Lufkin, Board Member