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ATTORNEYS AT LAW

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*ALSO MEMBER OF PENNSYLVANIA BAR

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J.B. DONNELLY
VERONICA DONNELLY
ROBERT FRASER
OF COUNSEL

October 9, 2000

Secretary of State
Division of Corporations
P.O. Box 3327
Tallahassee, FL 32314

Re: Small Terrier Rescue, Inc.
Our File: 20-3247

900003425589--4
-10/16/00--01079--003
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and Designation and Acceptance of Registered Agent for the above referenced Non-Profit corporation, along with a copy of the same and a check in the amount of \$70.00 for costs in filing the enclosed.

Upon completion of your filing of the Articles, kindly return a timed stamped copy of the filed Articles. If you should have any questions please contact our office. The toll free number is 800-260-1529.

Thank you for your assistance regarding this matter.

Very truly yours,

Emmy Parry
Emmy Parry
Legal Assistant to
Mark E. Hager

/ep
Enclosures

W00-25102



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 18, 2000

MARK E. HAGER
PILKA & ASSOCIATES, P.A.
P.O. BOX 3470
BRANDON, FL 33509-3470

SUBJECT: SMALL TERRIER RESCUE, INC.
Ref. Number: W00000025102

We have received your document for SMALL TERRIER RESCUE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 700A00054537

**Articles of Incorporation
of
SMALL TERRIER RESCUE, INC.,
a Florida Not For Profit Corporation**

FILED
00 OCT 26 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

Article I

The name of the corporation is SMALL TERRIER RESCUE, INC.

Article II

The corporation shall have perpetual duration.

Article III

The corporation is a not for profit corporation. The purpose for which the corporation is organized is to be a rescue organization which provides the rescue, placement and temporary shelter, care and support of small terrier dogs.

(b) The general purposes for which this corporation is formed are to operate exclusively for such religious, charitable, and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article IV

The corporation initially shall not have a membership distinct from the board of directors. Any future authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, are reserved, and shall be regulated in the bylaws, if provision is made therefor.

Article V

The principal office and street address of the corporation is 29341 Laughridge Place, Wesley Chapel, County of Pasco, State of Florida, 33544. The name of its initial registered agent is Ann Beal and the address of the registered agent is 29341 Laughridge Place, Wesley Chapel, County of Pasco, State of Florida, 33544.

Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of initial directors of the corporation shall be three (3); provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the first annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 9:00 a.m., on the 15th day of October of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Residential Address</u>
Ann Beal	29341 Laughridge Place Wesley Chapel, FL 33544
Tom Caldwell	29341 Laughridge Place Wesley Chapel, FL 33544
Mark E. Hager	213 Providence Road Brandon, FL 33511

Article VII

The name and address of each incorporator are:

<u>Name</u>	<u>Address</u>
Ann Beal	29341 Laughridge Place Wesley Chapel, FL 33544

Article VIII

The board of directors shall elect the following officers: president, secretary/treasurer and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

Ann Beal 29341 Laughridge Place Wesley Chapel, FL 33544	President
Tom Caldwell 29341 Laughridge Place Wesley Chapel, FL 33544	Secretary/Treasurer

Article IX

Subject to the limitations that may be contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by the procedure set forth therefor in the bylaws.

Article X

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

Article XI

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for similar charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on October 12 2000.


ANN BEAL, Incorporator

STATE OF FLORIDA

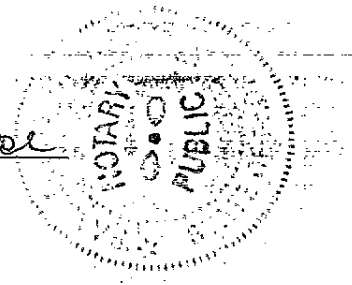
COUNTY OF St. Johns

The foregoing instrument was acknowledged before me this 12th day of October, 2000, by ANN BEAL, who is personally known to me or who has produced _____ as identification.



Pamela K Sharpe
My Commission CC908000
Expires March 24, 2004


NOTARY PUBLIC



ACCEPTANCE OF REGISTERED AGENT

Having been named registered agent to accept service of process for the above stated not for profit corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes in all matters relative thereto, on this 12 day of October, 2000.


ANN BEAL
Registered Agent

FILED
00 OCT 26 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA