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PLEASE REPLY TO:

1511-A SUN CITY CENTER PLAZA
SUN CITY CENTER, FLORIDA 33573
TEL. (813) 633-1461
FAX (813) 633-1462

Sun City Center Office
Suite A

October 25, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation

Attn: Domestic Filings Section

9000003443999
-10/30/00-01113-018
***122.50 ***78.75

Enclosed herewith is the Articles of Incorporation for CRITTER ADOPTION AND RESCUE EFFORT, INC., and our check in the amount of \$122.50 to cover the following fees:

Filing fee	\$35.00
Certified copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$122.50

Please file the articles and register the corporation, and return the certified copy to our Sun City Center, Florida office.

Thank you for your assistance.

Very truly yours,

MIXON & HUBBELL

Nancy G. Hubbell

Nancy G. Hubbell

ngb/lit

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 30 PM 10:56

FILED

F. CHESSE

OCT 31 2000

ARTICLES OF INCORPORATION
OF
CRITTER ADOPTION AND RESCUE EFFORT, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

FILED
00 OCT 30 PM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopt and following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be CRITTER ADOPTION AND RESCUE EFFORT, INC.

The principal address of the corporation at the time of incorporation is 3118 Long Rifle Drive, Wimauma, Hillsborough County, Florida.

ARTICLE II. DURATION

The duration of this corporation is perpetual unless dissolved according to law.

Corporate existence shall commence at the date these articles of incorporation are filed by the Department of State.

ARTICLE III. PURPOSE

(a) The specific and primary purpose for which this corporation is organized is to provide relief to the burgeoning overpopulation of strays in our community by stopping the cycle of reproduction of unwanted, abused and neglected cats and dogs; providing preventative health care to those animals in our shelter; and providing permanent housing to those who prove "unadoptable".

(b) This corporation is formed and shall be operated exclusively for nonprofit purposes. No part of any net earnings shall inure to the benefit of any member, trustee, or officer of the corporation except as provided by law.

(c) This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in

Section 617.0302 of the Florida Not for Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) and (b) of this Article III.

ARTICLE IV. QUALIFICATION AND ADMISSION OF MEMBERS

The qualification for members and the manner of their admission by the corporation shall be as regulated by the corporation's bylaws.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 3118 Long Rifle Drive, Wimauma, County of Hillsborough, Florida, and the name of the corporation's initial registered agent at such address is LINDA ANN CARDAMONE.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following five persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

NAME	ADDRESS
LINDA ANN CARDAMONE	3118 Long Rifle Drive Wimauma, FL 33598
DR. HAL E. OTT	715 South Tamiami Trail Ruskin, FL 33570
PRISCILLA MIXON	P.O. Box 1251 Ruskin, FL 33570
BONNIE HITE	663 Flamingo Drive Apollo Beach, FL 33572
JACK LAYER	2821 Gulf City Road Ruskin, FL 33570

ARTICLE VII. BASIS UNDER WHICH CORPORATION ORGANIZED

This corporation is organized under a non-stock basis.

The corporation is a not for profit corporation as defined by the Not For Profit Corporation Act in Section 617 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE VIII. INCORPORATORS

The name and address of each incorporator are as follows:

NAME	ADDRESS
LINDA ANN CARDAMONE	3118 Long Rifle Drive Wimauma, FL 33598

ARTICLE IX. DISTRIBUTION ON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code or corresponding sections of such code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation on this 26th day of October, 2000.



LINDA ANN CARDAMONE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this date before me, an officer duly authorized in the county and state named above to take acknowledgments, personally appeared LINDA ANN CARDAMONE, known to me to be the person described in the within instrument and she acknowledged the execution of the same for the purposes therein expressed.

WITNESS my hand and official seal this 26th day of October, 2000.



LORI L. BRUNO
Comm. No. CG 611288
My Comm. Exp. Apr. 27, 2001
Bonded thru Picard Ins. Agcy.

Lori L. Bruno

Notary Public: Lori L. Bruno
State of Florida
My Commission Expires: 04/27/2001

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment of registered agent, I am familiar with, and accept the obligations of Section 617.0503, Florida Statutes.

Linda Ann Cardamone

LINDA ANN CARDAMONE
REGISTERED AGENT

FILED
00 OCT 30 PM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA