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Board Certified:

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Bradenton, FL 34206
Telephone: (941) 748-4411
Facsimile: (941) 748-1573
(941) 746-4302
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Also Admitted In:

¹California

²Colorado

³Louisiana

⁴South Carolina

Of Counsel:
Robert L. Scott

November 13, 2000

CERTIFIED MAIL RETURN RECEIPT REQUESTED

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

900003465409--6
-11/16/00--01006--002
*****87.50 *****87.50

Re: Incorporation of Manatee Animal Disaster Preparedness Coalition,
Inc.

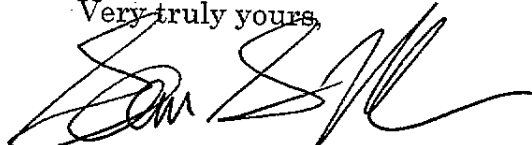
Gentlemen:

Enclosed find the original signed copy of the Articles of Incorporation for Manatee Animal Disaster Preparedness Coalition, Inc. and the original signed copy of the registered agent designation. In addition, a check in the amount of \$87.50 is enclosed and made payable to "Florida Department of State". Please forward all correspondence, as well as the Certificate of Status and the Certified Copy of the Articles of Incorporation, to the undersigned.

Should you have any questions concerning this matter, please do not hesitate to contact me.

626
W00-27386

Very truly yours,



Samuel S. Munn

SSM:cw
Encs.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 27 AM 11:36

11/28/00



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 NOV 27 AM 11:36

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 17, 2000

DYE, DEITRICH, ET. AL.
ATTN: SAMUEL S. MUNN
POST OFFICE BOX 9480
BRADENTON, FL 34206

SUBJECT: MANATEE ANIMAL DISASTER PREPAREDNESS COALITION, INC.
Ref. Number: W00000027386

We have received your document for MANATEE ANIMAL DISASTER PREPAREDNESS COALITION, INC.. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 200A00059198

ARTICLES OF INCORPORATION

FOR

MANATEE ANIMAL DISASTER PREPAREDNESS COALITION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 NOV 27 AM 11:36

ARTICLE I

The name of this corporation is:

Manatee Animal Disaster Preparedness Coalition, Inc.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be:

c/o Ed McAdam
3303 Rye Road
Parrish, Florida 34219

ARTICLE III

The purposes for which the Corporation is organized, and the powers of the Corporation, shall be to operate without profit exclusively for charitable, educational, or other purposes as permitted by Section 501(c)(3) of the Internal Revenue Code and the Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, including:

- (1) To provide pre- and post-disaster emergency assistance to animals, which assistance may include: rescuing, handling, and transporting animals; containment of animals; providing basic first aid; and setting up and manning facilities for displaced animals.
- (2) To coordinate efforts with numerous animal agencies/interests and veterinarians to ensure adequate emergency services are provided for animals.
- (3) To provide educational materials to the public at large to promote emergency and disaster preplanning for animals.
- (4) Such other purposes consistent with these Articles as the Corporation's bylaws may so provide.

ARTICLE IV

The Corporation is organized upon a non-stock basis. The qualifications for and rights of members, types of membership, and the manner of admission of members shall be regulated by the bylaws of the Corporation.

ARTICLE V

Manatee Animal Disaster Preparedness Coalition, Inc. shall exist perpetually unless sooner dissolved as authorized by law.

ARTICLE VI

The names and addresses of the incorporators to these Articles of Incorporation are as follows:

Edmund McAdam	3303 Rye Road Parrish, FL 34219
Jacqueline A. McAdam	3303 Rye Road Parrish, FL 34219
Gail L. Judah	4220 61 st Street West Bradenton, FL 34209
Ellie Smith	2316 24 th Avenue West Bradenton, FL 34205
Douglas R. Wilson	4306 Glory Place Sarasota, FL 34231
Marian J. Keirstead	4306 Glory Place Sarasota, FL 34231
Lynn L. McDonald	1219 51 st Avenue East Lot 141 Bradenton, FL 34203
Kevin L. Webb	18355 SR 62 Parrish, FL 34219
Linda S. Hamilton	5008 89 th Street West Bradenton, FL 34210
Bonita E. Beam	3303 Rye Road Parrish, FL 34219
Virginia D. Pratt	5861 Cortez Road West Bradenton, FL 34210
Travis E. Seawright	6107 Spencer Parrish Rd. Parrish, FL 34219

ARTICLE VII

All corporate powers shall be exercised by or under the control of, and the business of the Corporation shall be managed under the direction of, a Board of Directors consisting of not less than three (3) nor more than eleven (11) persons, in such manner as provided in the bylaws of the Corporation. The manner of their election shall be as provided in the bylaws of the Corporation.

ARTICLE VIII

Officers, their powers and duties, and manner of their election shall be as prescribed and regulated in the bylaws of the Corporation.

ARTICLE IX

The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation. The power to adopt, amend, alter, or repeal bylaws shall be vested in the Board of Directors unless otherwise provided in the bylaws. Bylaws may be adopted, amended, altered, or repealed by the directors of the Corporation at any regular or special business meeting called for that purpose, provided that written notice of said meeting and proposed change has been given by U.S. Mail to each member of the Board of Directors at his or her last known address no more than sixty (60) nor less than ten (10) days prior to the meeting. Any action of the Board of Directors to adopt, amend, alter, or repeal bylaws shall require an affirmative vote of a majority of the then elected and qualified directors of the Corporation present at such duly organized meeting. A majority for purposes of adopting, amending, altering, or repealing the bylaws shall be one-half (50%) plus one additional board member present at such duly organized meeting.

ARTICLE X

These Articles of Incorporation may be amended by the directors of the Corporation at any regular or special business meeting called for that purpose, provided that notice of the proposed amendment has been given by U.S. Mail to each member of the Board of Directors at his or her last known address no more than sixty (60) nor less than ten (10) days prior to the meeting. Any action of the Board of Directors to amend the Articles of Incorporation shall require an affirmative vote of two-thirds (66%) of the then elected and qualified directors of the Corporation.

ARTICLE XI

The earnings and activities of the Corporation are subject to the following restrictions and limitations:

- (1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any member, any private individual, or any director or officer of such Corporation (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, private individual, director, or officer of the Corporation shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.
- (2) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- (3) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

ARTICLE XII

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, or specific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, as the Board of Directors shall determine. Any of 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 Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII

The street address of the initial Registered office of the Corporation is:

1111 Third Avenue West, Suite 300
Bradenton, FL 34206

and the initial registered agent of this Corporation is:

Samuel S. Munn

The undersigned incorporators have executed these Articles of Incorporation this _____ day of _____, 2000.

Edmund McAdam
EDMUND MCADAM, Incorporator

Jacqueline A. McAdam
JACQUELINE A. MCADAM, Incorporator

Gail L. Fuda
GAIL L. FUDAH, Incorporator

Ellie V. Smith
ELLIE SMITH, Incorporator

Douglas R. Wilson
DOUGLAS R. WILSON, Incorporator

Marian J. Keirstead
MARIAN J. KEIRSTEAD, Incorporator

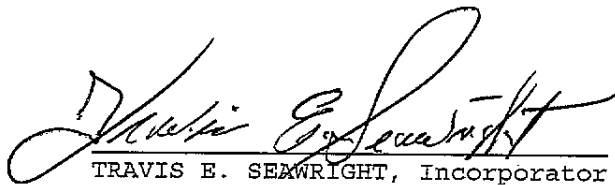
Lynn L. McDonald
LYNN L. McDONALD, Incorporator

Kevin L. Webb
KEVIN L. WEBB, Incorporator

Linda S. Hamilton
LINDA S. HAMILTON, Incorporator

Bonita E. Beam
BONITA E. BEAM, Incorporator

Virginia D. Pratt
VIRGINIA D. PRATT, Incorporator


TRAVIS E. SEAWRIGHT, Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 17th day of October, 2000, by Ed McAdam as incorporator of Manatee Animal Disaster Preparedness Coalition, Inc., a not for profit corporation, who is personally known to me or produced Florida Drivers License as identification and who did/did not take an oath.



Victoria N. Short
MY COMMISSION # CC846467 EXPIRES
June 15, 2003
BONDED THRU TROY FAY INSURANCE, INC.


Notary Public Victoria N. SHORT

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 18th day of October, 2000, by Jacqueline A. McAdam, as incorporator of Manatee Animal Disaster Preparedness Coalition, Inc., a not for profit corporation, who is personally known to me or produced FLORIDA Drivers License, as identification and who did/did not take an oath.

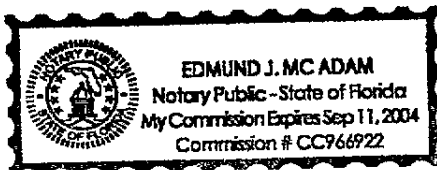


Victoria N. Short
MY COMMISSION # CC846467 EXPIRES
June 15, 2003
BONDED THRU TROY FAY INSURANCE, INC.


Notary Public Victoria N. SHORT

STATE OF FLORIDA
COUNTY OF MANATEE

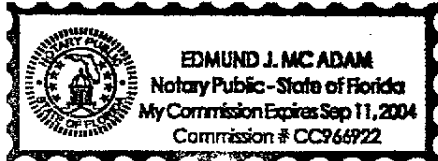
The foregoing instrument was acknowledged before me this 15 day of OCTOBER, 2000, by Gail L. Judah, as incorporator of Manatee Animal Disaster Preparedness Coalition, Inc., a not for profit corporation, who is personally known to me ~~or produced~~ _____ as identification and who ~~did~~/did not take an oath.




Notary Public

STATE OF FLORIDA
COUNTY OF MANATEE

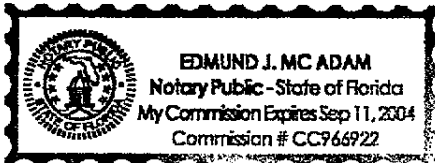
The foregoing instrument was acknowledged before me this 24th day of OCTOBER, 2000, by Ellie Smith, as incorporator of Manatee Animal Disaster Preparedness Coalition, Inc., a not for profit corporation, who is personally known to me ~~or produced~~ _____ as ~~identification~~ and who ~~did~~/did not take an oath.



Edmund J. McAdam
Notary Public

STATE OF FLORIDA
COUNTY OF MANATEE

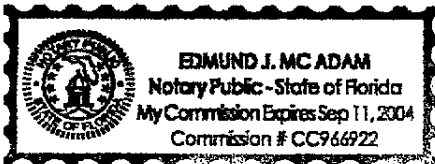
The foregoing instrument was acknowledged before me this 25th day of OCTOBER, 2000, by Douglas R. Wilson, as incorporator of Manatee Animal Disaster Preparedness Coalition, Inc., a not for profit corporation, who is personally known to me ~~or produced~~ _____ as ~~identification~~ and who ~~did~~/did not take an oath.



Edmund J. McAdam
Notary Public

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 16th day of OCTOBER, 2000, by Marian J. Keirstead, as incorporator of Manatee Animal Disaster Preparedness Coalition, Inc., a not for profit corporation, who is personally known to me ~~or produced~~ _____ as ~~identification~~ and who ~~did~~/did not take an oath.

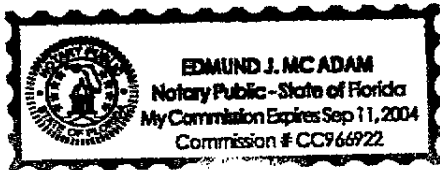


Edmund J. McAdam
Notary Public

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 17th day of OCTOBER, 2000, by Lynn L. McDonald, as incorporator of Manatee Animal Disaster Preparedness Coalition, Inc., a not for profit corporation, who is

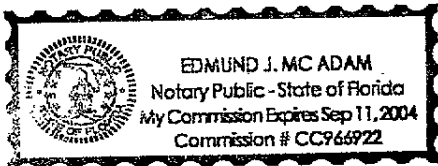
personally known to me ~~or produced~~ _____ as
identification and who ~~did~~/did not take an oath.



Edmund McAdam
Notary Public

STATE OF FLORIDA
COUNTY OF MANATEE

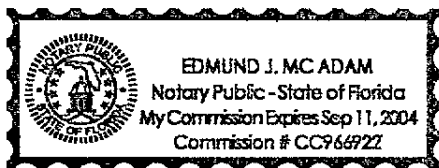
The foregoing instrument was acknowledged before me this 15 day of
OCTOBER, 2000, by Kevin L. Webb, as incorporator of Manatee Animal
Disaster Preparedness Coalition, Inc., a not for profit corporation, who is
personally known to me ~~or produced~~ _____ as
identification and who ~~did~~/did not take an oath.



Edmund McAdam
Notary Public

STATE OF FLORIDA
COUNTY OF MANATEE

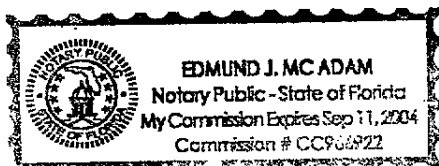
The foregoing instrument was acknowledged before me this 15 day of
OCTOBER, 2000, by Linda S. Hamilton, as incorporator of Manatee Animal
Disaster Preparedness Coalition, Inc., a not for profit corporation, who is
personally known to me ~~or produced~~ _____ as
identification and who ~~did~~/did not take an oath.



Edmund McAdam
Notary Public

STATE OF FLORIDA
COUNTY OF MANATEE

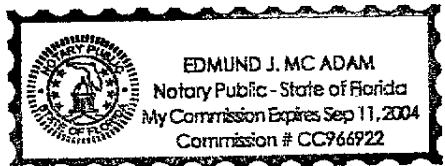
The foregoing instrument was acknowledged before me this 15 day of
OCTOBER, 2000, by Bonita E. Beam, as incorporator of Manatee Animal
Disaster Preparedness Coalition, Inc., a not for profit corporation, who is
personally known to me ~~or produced~~ _____ as
identification and who ~~did~~/did not take an oath.



Edmund McAdam
Notary Public

STATE OF FLORIDA
COUNTY OF MANATEE

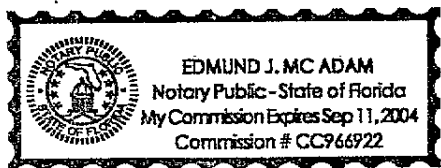
The foregoing instrument was acknowledged before me this 15 day of OCTOBER, 2000, by Virginia D. Pratt, as incorporator of Manatee Animal Disaster Preparedness Coalition, Inc., a not for profit corporation, who is personally known to me or ~~produced~~ as identification and who ~~did~~/did not take an oath.



Edmund J. McAdam
Notary Public

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 15 day of OCTOBER, 2000, by Travis E. Seawright, as incorporator of Manatee Animal Disaster Preparedness Coalition, Inc., a not for profit corporation, who is personally known to me or ~~produced~~ as identification and who ~~did~~/did not take an oath.



Edmund J. McAdam
Notary Public

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

00 NOV 27 AM 11:36

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE MENTIONED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

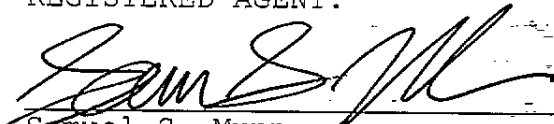
1. The name of the Corporation is:

Manatee Animal Disaster Preparedness Coalition, Inc.

2. The name and address of the Registered Agent and office is:

Samuel S. Munn
1111 Third Avenue West, Suite 300
Bradenton, Florida 34205

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Samuel S. Munn

DATE: 11 / 13 , 2000