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

Re: F.I.N.O. DOGGIE RESCUE, INC.

Gentlemen:

Enclosed herewith please find the following relative to the abovenamed corporation.

1. Original and one copy of the Articles of Incorporation.
2. Check in the sum of \$70.00 representing payment of the following fees and costs:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00

TOTAL ENCLOSED	\$70.00
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*****70.00 *****70.00

Please return the filed Articles of Incorporation to this office using the enclosed self-addressed, stamped envelope.

Sincerely,

Martin J. Hanna

Martin J. Hanna, Esq.
MJH/sk
enclosures

T. SMITH JAN 25 2001

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✓
W-01-32



JAN 05 2001

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 2, 2001

MARTIN J. HANNA, P.A.
COLONIAL PL, 1515 UNIVERSITY DR, STE 214
CORAL SPRINGS, FL 33071

SUBJECT: F.I.N.O. DOGGIE RESCUE, INC.
Ref. Number: W01000000032

We have received your document for F.I.N.O. DOGGIE 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):

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

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

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 201A00000077

Changes have been made as requested. Please use the Original receive date of 12/22/00 as the date of filing. Thank you.

M. Hanna

**ARTICLES OF INCORPORATION
OF**

F. I. N. O. DOGGIE RESCUE, INC.

A corporation not for profit

ARTICLE I - NAME

The name of the corporation shall be F.I.N.O. DOGGIE RESCUE, INC., a corporation not for profit.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:
5872 NW 75th Way
Parkland, FL 33067-1239

ARTICLE III - PURPOSE

The purpose of this corporation shall be to rescue puppy dogs after being abandoned or placed in Animal Control Facilities for destruction. Abused +/- or Abandoned animals are rescued before they are destroyed, receiving medical care before being placed in Foster or Permanent Adoptive homes.

ARTICLE IV - QUALIFICATION OF MEMBERS

Any person that is actively involved in the corporation may become a member.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5872 NW 75th Way, Parkland, FL 33067-1239, and the name of the initial registered agent of this corporation at that address is W. Worden Willis.

ARTICLE VI- INCORPORATOR

The name and address of the Incorporator signing these articles is:

W. Worden Willis

5872 NW 75th Way

Parkland, FL 33067-1239

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By laws but in no event shall be less than three- (3) the names and addresses of the initial Board of Directors of this corporation are:

W. Worden Willis
5872 NW 75th Way
Parkland, Florida 33067-1239

Marilyn Willis Fletcher
3804 Peachtree Road NE
Atlanta, GA 30319

Lucie Cole Bridges
PO Box 1131
Calhoun, GA 30703

ARTICLE VIII - BOARD OF DIRECTORS ELECTIONS

The Board of Directors shall be elected by the membership at each annual meeting of the members.

The method of election of Directors is as stated in the Bylaws.

ARTICLE IX - OFFICES

The legal affairs of the corporation shall be managed by the officers who shall be elected at the annual meeting each year to serve for the ensuing year. The officers of the corporation shall serve until their respective successors in office shall be elected and duly qualified.

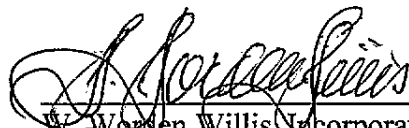
ARTICLE X - REVENUE

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its Members, Directors, 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 the purposes set forth in Article III hereof. The corporation shall not in any way, directly or indirectly, carry on propaganda or otherwise attempt to influence legislation, or participate or intervene in any political campaign on behalf of any candidate for public office, by publishing or distributing statements or otherwise. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law).

ARTICLE XI - DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of 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.

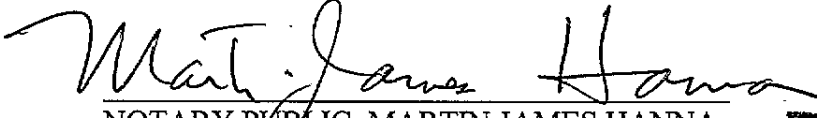
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 13th day of December, 2000.

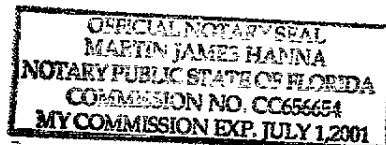

W. Worden Willis, Incorporator

STATE OF FLORIDA)

COUNTY OF BROWARD)

The Foregoing instrument was acknowledged before me this 13th day of December, 2000, by W. Worden Willis, personally known to me or who has produced Drivers License, as identification..


NOTARY PUBLIC :MARTIN JAMES HANNA
My commission expires:



Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that F.I.N.O. DOGGIE RESCUE, INC. desiring to organize or qualify under the laws of the State of Florida, has name W. WORDEN WILLIS, whose address is 5872 NW 75th Way, Parkland, FL 33067-1239 as its agent to accept service of process within the state of Florida.

Dated December 13th, 2000


W. WORDEN WILLIS, Incorporator

THE UNDERSIGNED, having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: December 13, 2000


W. WORDEN WILLIS

FILED
00 DEC 22 PM 1:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA