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Happy Tails Habitat, Inc  
5709 Happy Tails Lane  
Lutz, Fla 33549  
(813) 961-7569

Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

April 15, 2002

To Whom It May Concern:

Please accept the enclosed as the "Articles of Amendment to Articles of Incorporation of Happy Tails Habitat, Inc, a Not for Profit Corporation. (Certificate No 1-000001335) have enclosed a check for \$52.50 to cover the following:

\$35.00 Articles of Amendment to Articles of Incorporation Filing Fee  
\$ 8.75 (1) certified copy of Articles of Amendment  
\$ 8.75 (1) certificate of status

I would appreciate it if your department can expedite this filing at your earliest convenience since the Internal Revenue Service needs same in order to act upon the Corporation's Application for Recognition of Exemption under Section 501 ( c ) ( 3 ) of the Internal Revenue Code.

Thank you for your help in this matter.

*Yvonne E Smith*

Yvonne E Smith,  
President  
Happy Tails Habitat, Inc

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TALLAHASSEE, FLORIDA

4/24/02  
Amendment  
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Gave OK  
to add  
adoption

Articles of Amendment to  
ARTICLES OF INCORPORATION

OF

HAPPY TAILS HABITAT, INC.

ARTICLE I – NAME

The name of the corporation shall be:

HAPPY TAILS HABITAT, INC.

ARTICLE II – CORPORATE NATURE

This is a non-profit corporation organized pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes

ARTICLE III – DURATION

This corporation shall have a perpetual existence.

ARTICLE IV – PRINCIPAL OFFICE AND  
MAILING ADDRESS PLACE OF BUSINESS

The principal office and mailing address of this corporation shall be: 5709 Happy Tails Lane, Lutz, Fl. 33558

ARTICLE V – PURPOSE

The purpose of this corporation is to engage in the business providing shelter for abandoned, neglected and abused animals; providing adoptions to responsible and caring persons; providing educational programs to help animals.

ARTICLE VI – MANAGEMENT OF CORPORATE AFFAIRS

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 members of the Board shall individually or collectively consent in writing to such action. Such 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 which relates to action so taken shall state that the action was taken by unanimous

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written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority. Directors shall be elected as provided in the bylaws.

The names and address of the members of the Board of Directors are as follows:

DIRECTOR: Yvonne E. Smith, 5709 Happy Tails Lane, Lutz, Fl. 33558

Board Members: Jeanne Norton, 17622 Pasture Road, Odessa, Fl. 33556

Jack Eley, 13613 Lytton Way, Tampa, Fl. 33624

Barbara Drake, 6917 Aqueduct Terr., Odessa, Fl. 33556

- A. The Director of the corporation will have the authority to manage the day-to-day business of the corporation and shall have direct operational responsibilities for the corporation.

B.

#### ARTICLE VII – EARNINGS AND ACTIVITIES OF CORPORATION

- A. No part of the net earnings of the corporation shall incur to the benefit of, or be distributable to its members, directors, officers or the private persons, except 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 IV hereof.
- B. The purpose to which this Corporation is organized are exclusively charitable within the meaning of section 501©(3) of the internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- C. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501©(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- D. In the event of dissolution, the residual financial assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501©(3) and 170©(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

### ARTICLE VIII – INITIAL REGISTERED OFFICE AND AGENT

The registered office of this corporation shall be: 5709 Happy Tails Lane, Lutz, Fl. 33558. The initial Registered Agent of this corporation at such office shall be Yvonne E. Smith who, upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time-to-time with respect to keeping an office open for service of process.

### ARTICLE IX –AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeat any provisions contained in these articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

### ARTICLE X

The Incorporator of this corporation is; Yvonne E. Smith, 5709 Happy Tails Lane, Lutz, Fl. 33558

Adopted by the members on February 11, 2002.

Yvonne E. Smith      Yvonne E. Smith      2/11/02  
Signature/Registered Agent      Date

Yvonne E. Smith      Yvonne E. Smith      2/11/02  
Signature/Incorporator      Date