

No 1000002124

McLEOD, McLEOD & McLEOD, P.A.

Attorneys and Counselors at Law

Post Office Drawer 950

Apopka, Florida 32704-0950

Johnie A. McLeod
Raymond A. McLeod
William J. McLeod

48 East Main Street
Telephone: (407)886-3300
Facsimile: (407)886-0087
e-mail: McLeodLaw@aol.com

March 14, 2001

Secretary of State
Corporate Division
P. O. Box 6327
Tallahassee, Florida 32314

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-03/19/01--01121--012
*****78.75 *****78.75

RE: Peeps, Paws & Purrs, Inc.

Dear Sir:

Enclosed is an original and one copy of Articles of Incorporation for the above-named corporation. Also enclosed is my firm's check in the amount of \$78.75 for the following fees:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Fee	<u>35.00</u>
Total	\$78.75

Please file the original Articles and return a certified copy to me. Thank you for your prompt attention to this matter.

Sincerely,


Raymond A. McLeod

RAM/cm
Enclosures
c: Peeps, Paws & Purrs, Inc.

Ray
GAVE
AUTHORIZATION BY PHONE TO
CORRECT add address in art I
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PEEPS, PAWS & PURRS, INC.

I, the undersigned natural person, over the age of twenty-one (21) years and being a citizen of the State of Florida, acting as the Incorporator of a corporation under the Florida Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE - NAME

The name of the corporation is **PEEPS, PAWS & PURRS, INC.**
located at 34646 Barry Lane, Sorrento, FL 32776

ARTICLE TWO - DURATION

The period of its duration shall be perpetual.

ARTICLE THREE - PURPOSES

This corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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 purposes of the corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE FOUR - LIMITATIONS OF CORPORATE POWERS

(A) All of the property, assets, income, principal and contributions of the corporation are irrevocably dedicated to the charitable purposes stated above, and no part of the net earnings, properties or assets of this corporation shall at any time inure to the benefit of any private person or individual or any Director of this corporation and upon dissolution or liquidation of all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated purely for

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charitable purposes as the Board of Directors shall determine and as shall at that time qualify as a tax exempt organization under §501(c)(3) of the Internal Revenue Code, or as the same may be amended.

(B) No substantial part of the activities of the corporation shall consist in attempting to influence legislation by propaganda or otherwise, or directly or indirectly participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

(C) The corporation shall not engage in any of the prohibited transactions described in §503(c) of the Internal Revenue Code, as now in force and afterwards amended.

(D) The corporation shall not unreasonably accumulate income within the meaning of §504 of the Internal Revenue Code, as now in force or afterwards amended.

(E) The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in §513 of the Internal Revenue Code, as now in force or afterwards amended.

(F) No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual within the meaning of §501(c)(3) of the Internal Revenue Code, as now in force or afterwards amended.

(G) No compensation shall be paid to any member, officer, Director, creator or organizer of the corporation or substantial contributor to the corporation for such services except that a reasonable allowance for services actually rendered to or for the corporation may be paid.

(H) The corporation shall not be operated for the benefit of private interests such as contributors to the corporation or persons who are controlled directly or indirectly by such private interests.

ARTICLE FIVE - MEMBERSHIP

The corporation shall have no members, but will be controlled, managed and directed by its Board of Directors.

ARTICLE SIX - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office is 34646 Barry Lane, Sorrento, Florida 32776, and the name of the initial Registered Agent at the same address is LORI AUSTILL.

ARTICLE SEVEN - DIRECTORS

The number of Directors of the corporation shall not be less than three (3) nor more than nine (9). Until changed in accordance with the Bylaws of the corporation within the limits above stated, the number of Directors shall be three (3).

At the first meeting of the Directors, Bylaws of the corporation shall be adopted setting forth the tenure of the members of the Board of Directors, the manner of electing new members of the Board of Directors, and providing for staggered terms. Thereafter, Directors whose terms are expiring will be elected as provided for in the Bylaws.

The names and addresses of the persons who are to serve as Directors until the first meeting of the Board of Directors or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
LORI AUSTILL	34646 Barry Lane Sorrento, Florida 32776
CINDY BECERRA-BLOUNT	9801 Fairway Circle Leesburg, Florida 34788
PAMELA RAY	505 Brighton Way Casselberry, Florida 32707

ARTICLE EIGHT - INCORPORATORS

The name and address of the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
LORI AUSTILL	34646 Barry Lane Sorrento, Florida 32776

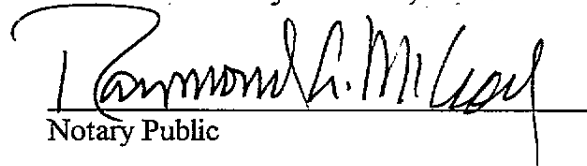
IN WITNESS WHEREOF, we have hereunto set out hands this 13th day of March, 2001.


LORI AUSTILL

STATE OF FLORIDA
COUNTY OF ORANGE

I, a Notary Public, do hereby certify that on this 13th day of March, 2001, personally appeared before me LORI AUSTILL, who, being by me first duly sworn, declared under oath that she is the person who signed the foregoing document as the Incorporator, and that the statements therein contained are true.

WITNESS MY HAND AND SEAL OF OFFICE this 13th day of March, 2001.


Notary Public

Printed name of Notary Public

My Commission Expires: Raymond A. McLeod
MY COMMISSION # CC911572 EXPIRES
March 25, 2004
BONDED THRU TROY FAIR INSURANCE, INC.



(SEAL)

ACCEPTANCE BY REGISTERED AGENT

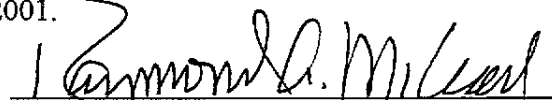
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared **LORI AUSTILL**, known to me to be the person who accepted designation as Registered Agent on behalf of **PEEPS, PAWS & PURRS, INC.** and she acknowledged before me that she executed this Acceptance of Designation as Registered Agent freely and voluntarily.



LORI AUSTILL

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 13th day of March, 2001.



Notary Public

Printed name of Notary
My Commission Expires:

(SEAL)



Raymond A. McLeod
MY COMMISSION # CC911572 EXPIRES
March 25, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

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