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Annual Report	Foreign Limited Partnership
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	J. BRYAN APR - 3 2001

ARTICLES OF INCORPORATION

in Compliance with Chapter 617, F.S. (Not for Profit)

ASECRETARY OF A LOS The undersigned incorporators, natural persons, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following articles of incorporation:

ARTICLE I NAME

The name of the corporation hereinafter referred to as the "Corporation" is:

Metropolitan Jacksonville Society for the Prevention of Cruelty to Animals, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business will be 8464 Beach Blvd., Jacksonville, FL 32216. The principal mailing address will be 8464 Beach Blvd., Jacksonville, FL 32216. The territory in which the operations of the Corporation are principally to be conducted is the North Florida area but the operations of the Corporation shall not be limited to such territory, however limited to the United States of America and it's territories and possessions.

ARTICLE III **PURPOSE**

The corporation is organized exclusively for charitable purposes as exempt under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. To this end, the corporation shall focus on animal welfare concerns.

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

- No part of the net earnings of the Corporation shall inure to the benefit of any director, or 1. any member of the Corporation, or any private individual not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code, as now enacted or herein amended, except that reasonable compensation may be paid for services actually rendered to or for the Corporation affecting one or more of its purposes, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation, and no member, or director of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- No substantial part of the activities of the Corporation shall participate in, or intervene in 2. any political campaign on behalf of, or in opposition to, any candidate for public office, and
- 3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as now enacted or herein amended.
- The Corporation shall not lend any of it's assets to any officer or director of this 4. Corporation, or guarantee to any person the payment of a loan by an officer or director of this Corporation.

ARTICLE IV **BOARD OF DIRECTORS**

The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by statute and by the Corporations By-Laws.

The initial Board of Directors will be appointed and serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified upon majority vote of existing directors and/or officers.

ARTICLE V **INITIAL DIRECTORS/OFFICERS**

The Corporations first Board of Directors shall be comprised of the following persons:

Michael Tyde	8464 Beach Blvd., Jacksonville, FL 32216
Deborrah Hoag	8464 Beach Blvd., Jacksonville, FL 32216
Olivia Sayer	8464 Beach Blvd., Jacksonville, FL 32216
Craig Phillips	8464 Beach Blvd., Jacksonville, FL 32216

OF THE SERVICE OF THE INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Michael Tyde

Michael Tyde

4004 Atlantic Blvd., Jacksonville, FL 32207

ARTICLE VII INCORPORATORS

The names and addresses of the Incorporators are:

Michael Tyde	8464 Beach Blvd., Jac	cksonville, FL 32216	;
Sonya White	8464 Beach Blvd., Jacksonville, FL 32216		
Having been named as regist place designated in this certi to act in this capacity.	tered agent to accept services ficate, I am familiar with an	s of process for the a ad accept the appoint	bove stated Corporation at the ment as registered agent and agree
Mild 8	Tyde		4/2/2001
Signature Registered Ag	gent		Date

In witness whereof, the undersigned have made and subscribed to these Articles of Incorporation

on April 02, 2001: Signature of Incorporator Signature of Incorporator Date