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LAW OFFICE OF
WAYNE R. McDONOUGH, P.A.
ATTORNEY AT LAW

WAYNE R. McDONOUGH

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March 21, 2001

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*****78.75 *****78.75

Secretary of State
The Capital
Post Office Box 6327
Tallahassee, Florida

RE: HUMANE SOCIETY OF VERO BEACH AND INDIAN RIVER COUNTY, FL FOUNDATION, INC.

To Whom it may concern:

Enclosed please find an original copy of the Articles of Incorporation. Enclosed please find a check in the amount of \$78.75 representing the filing fees and representing the fee for a certified copy to be returned to these offices.

I thank you in advance for your anticipated cooperation.

Very truly yours,


Wayne R. McDonough

WRMc/dc

Enclosures: Articles of Incorporation (original and 1 copy)
Check in the amount of \$78.75

FILED
2001 APR -5 AM 10:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

✓
4/10/01

ARTICLES OF INCORPORATION
OF
HUMANE SOCIETY OF VERO BEACH AND
INDIAN RIVER COUNTY, FL FOUNDATION, INC.

FILED
2001 APR -5 AM 10:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE

NAME

The name of the Corporation is HUMANE SOCIETY OF VERO BEACH AND INDIAN RIVER COUNTY, FL FOUNDATION, INC.

ARTICLE TWO

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

The purposes for which this Corporation is formed are:

1. To support the purposes set forth in the Articles of Incorporation and Bylaws of HUMANE SOCIETY OF VERO BEACH AND INDIAN RIVER COUNTY, INC., a Florida, not-for-profit Corporation.
2. To engage in any lawful purpose or purposes not for pecuniary profit.
3. To acquire property by grant, gift, purchase, dues, devise or bequest and hold and dispose of such property by all means, give evidences of indebtedness of all kinds, and to generally do everything necessary, suitable and proper to carry out the object and purposes of this

Corporation, with the right to exercise and enjoy all powers, privileges and rights incident to corporations not for profit organized under the laws of the State of Florida.

4. To make and perform contracts of every kind and for any lawful purpose without limits as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

5. To have all the rights and powers conferred on corporations not for profit under the Florida law, as such law is now in effect or may at any time hereafter be amended.

6. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this Corporation.

This instrument shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

Notwithstanding any of the foregoing statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise and powers that are not in furtherance of the primary purpose of this Corporation as set forth in Paragraph 1 of this Article Three, and nothing contained in the foregoing statements of purposes shall be construed to authorize this Corporation to carry on any activity for the profits of its members as such.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions 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 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 provisions 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.

Notwithstanding any other provisions 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(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any further United States Internal Revenue Law.

ARTICLE FOUR

BOARD OF DIRECTORS

There shall be not more than seven (7) members of the initial Board of Directors of the Corporation. At least three (3) Members of the Board of Directors shall be Members of the Board of Directors of the HUMANE SOCIETY OF VERO BEACH AND INDIAN RIVER COUNTY, INC. Each member of the Board of Directors shall be a Member of the Corporation. Members of the Board of

Directors shall be elected as provided in the By-Laws. The names and addresses of the persons who are to serve as Directors until the first meeting of the members to elect new Directors are as follows:

NAME	ADDRESS
Don Wright,	1775 44th Avenue, VeroBeach, FL 32966
Alex Cannon,	8814 Lakeside Circle, Vero Beach, FL 32963
Jane Cammann,	3554 Ocean Drive, Vero Beach, FL 32963

The number of Directors and their terms shall be set forth in the By-Laws, but in no event shall there be less than three (3) Directors.

ARTICLE FIVE

OFFICERS

The affairs of the Corporation are to be managed by a Chairman, a Vice-Chairman, a Secretary and or a Treasurer and such other officers as may be provided in the By-Laws. These Officers shall be elected as provided in the By-Laws. The names of the persons who are to serve as Officers of the Corporation until the first election thereof are as follows:

NAME	OFFICE
Don Wright	Chairman
Alex Cannon	Vice-Chairman
Jane Cammann	Secretary
Jane Cammann	Treasurer

ARTICLE SIX

MEMBERS

The Corporation shall have Members. The Members of this Corporation shall constitute all members of the Board of Directors.

The By-Laws may delegate to the Board of Directors the power to impose duties or dues upon the Members and the power of expelling Members.

ARTICLE SEVEN

BY-LAWS

The By-Laws of the Corporation shall be made, altered or rescinded by the members of the Corporation Board of Directors in accordance with the provisions set forth in the By-Laws; but in no way amended so as to defeat the corporation's primary purpose not the principle objectives of the HUMANE SOCIETY OF VERO BEACH AND INDIAN RIVER COUNTY, INC.

ARTICLE EIGHT

AMENDMENT

Those Articles of Incorporation may be amended by the act of the Board of Directors of the Corporation. Such amendments may be proposed and adopted in the manner provided in the By-Laws of the Corporation.

ARTICLE NINE

INCORPORATORS

The names and residence addresses of the Incorporators of these Articles of Incorporation are:

NAME

ADDRESS

Don Wright, 1775 44th Avenue, Vero Beach, FL 32966

Alex Cannon, 8814 Lakeside Circle, Vero Beach, FL 32963

Jane Cammann, 3554 Ocean Drive, Vero Beach, FL 32963

ARTICLE TEN

ANNUAL MEETING

The annual meeting of the Members of this Corporation shall be held on the date stated in the By-Laws. The Corporation may provide in its By-Laws for the holding of additional regular meetings and any special meetings and shall provide the manner of giving notice of all such meetings.

ARTICLE ELEVEN

INDEMNIFICATION

1. Indemnity. The Corporation shall indemnify any person who was, or is a party, or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, employee, officer, or agent of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted, even though negligently, in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for willful, gross negligence or misfeasance or malfeasance in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

2. Expenses. To the extent that a Director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) reasonably incurred by him in connection therewith.

3. Approval. Any indemnification under paragraph 1 of this article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in 1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (c) upon the request of the proposed indemnitee, by a Court of competent jurisdiction.

4. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon a receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

5. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

6. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employer or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE TWELVE

REGISTERED AGENT

The Registered Agent for the service of process with the State shall be Wayne R. McDonough, whose address is 1901 25th Street, Vero Beach, Florida 32960, and the principal address of the corporation shall be 4701 41st Street, Vero Beach, FL

IN WITNESS WHEREOF, we have subscribed our names this 13 day of Feb 2000.

Don Wright, Incorporator

Alex Cannon, Incorporator

Jane Cammann, Incorporator

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

On the 13 day of Feb 2000, before me, a Notary Public in the aforesaid State and County, appeared Don Wright, who is personally known to me or who produced a Florida Driver's license as identification, one of the persons whose names are subscribed to the foregoing instrument and who acknowledged that he executed the same for the purposes therein contained.

Notary Public

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

On the 13 day of Feb 2000, before me, a Notary Public in the aforesaid State and County, appeared Alex Cannon, who is personally known to me or who produced a Florida Driver's license as identification, one of the persons whose names are subscribed to the foregoing instrument and who acknowledged that he executed the same for the purposes therein contained.

NOTARY PUBLIC - STATE OF FLORIDA
WAYNE R. MCDONOUGH
COMMISSION # CC888753
EXPIRES 7/12/2001
BONDED THRU ASA 1-888-NOTARY1

NOTARY PUBLIC - STATE OF FLORIDA
WAYNE R. MCDONOUGH
COMMISSION # CC888753
EXPIRES 7/12/2001
BONDED THRU ASA 1-888-NOTARY1

Notary Public

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

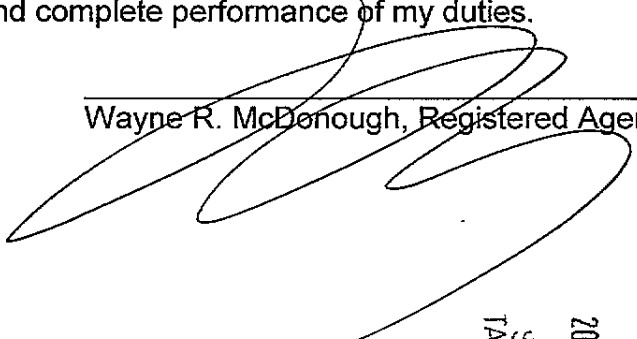
On the 13 day of Feb 2000, before me, a Notary Public in the
aforesaid State and County, appeared JANE GAMMAN, who is personally known to me or who
produced a Florida Driver's license as identification, one of the persons whose names are subscribed
to the foregoing instrument and who acknowledged that he executed the same for the purposes
therein contained.

NOTARY PUBLIC - STATE OF FLORIDA
WAYNE R. McDONOUGH
COMMISSION # CC653756
EXPIRES 7/12/2001
BONDED THRU ASA 1-888-NOTARY


Notary Public

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept process of the corporation at the place
designated in this certificate, I hereby agree to act in this capacity and agree to comply with the
provisions of all statutes relative to the proper and complete performance of my duties.


Wayne R. McDonough, Registered Agent

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2001 APR -5 AM 10:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA