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October 30, 2001

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Department of State
Attn: Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: **Roxanne's Rabbit Rescue, Inc.**

Dear Sir/Madam:

Enclosed is an original and duplicate original of the Articles of Incorporation for the above named Florida corporation and a check for your fees computed as follows:

Filing fee, Certified Copy & Certificate of Status	\$ 87.50
Registered Agent designation	\$ 35.00
	<hr/>
	\$122.50

Please certify the copy and return it to me in the stamped, self-addressed envelope provided.

Yours very truly,

JOHN W. GRIFFIS, III

FILED
01 NOV - 1 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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J. BRYAN NOV - 2 2001

ARTICLES OF INCORPORATION
OF
ROXANNE'S RABBIT RESCUE, INC.
(A Corporation Not For Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for purposes of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
Corporate Name, Principal Office And Mailing Address

The name of this corporation is: Roxanne's Rabbit Rescue, Inc.

The principal office of this corporation is: 4515 Emerald Ridge Place, Sarasota, Florida 34233.

The mailing address of this corporation is: 4515 Emerald Ridge Place, Sarasota, Florida 34233.

ARTICLE II
Corporate Nature

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III
Duration

The term of existence of the corporation is perpetual.

ARTICLE IV
General And Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. To provide rescue, rehabilitation, food, shelter, medical care, adoption services and education services concerning sick, disabled or abandoned rabbits.

- C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

Management of Corporate Affairs

- A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three (3), provided however, that such number may be changed by a By-Law duly adopted by the members.
- B. The names and addresses of the initial members of the Board of Directors are as follows:

Name	Address
Roxanne Jones	4515 Emerald Ridge Place, Sarasota, FL 34233
Candi Warlow	5463 Chanteclair Drive, Sarasota, FL 34233
Carol Hanauer	4584 Mohican Trail, Sarasota, FL 34233

ARTICLE VI

Earnings and Activities of the Corporation

- A. 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 IV hereof.
- B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

- D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII
Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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, education, 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII
Membership

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE IX
Incorporators

The names and residence addresses of the Incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Roxanne Jones	4515 Emerald Ridge Place, Sarasota, FL 34233

ARTICLE X
Dedication of Assets

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

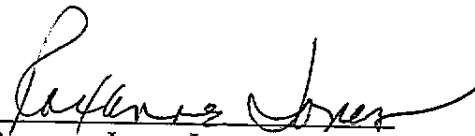
ARTICLE XI
Registered Agent and Office

The address of the corporation's registered office shall be 4515 Emerald Ridge Place, Sarasota, Florida 34233 and the name of its registered agent at said address shall be Roxanne Jones.

ARTICLE XII
Members

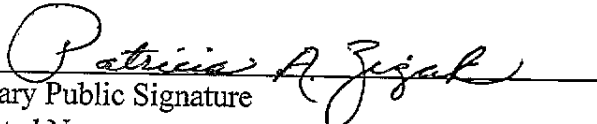
This corporation shall consist of "members" rather than stockholders.

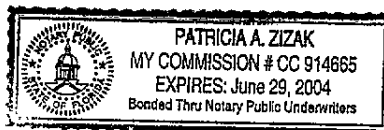
The undersigned incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 29th day of October, 2001.


Roxanne Jones, Incorporator

STATE OF FLORIDA)
COUNTY OF SARASOTA)

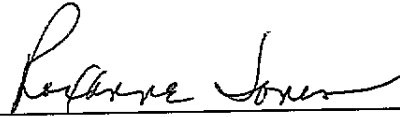
The foregoing instrument was acknowledged before me this 29th day of October 2001 by ROXANNE JONES, ~~who is personally known to me or~~ who has produced a FL Driver's License driver's license as identification.


Notary Public Signature
Printed Name: _____
My Commission Expires: _____



ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation; to accept Service of Process, to keep the office open during prescribed hours; to post my name (and any other officers of said Corporation) authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.



ROXANNE JONES

FILED
01 NOV - 1 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA