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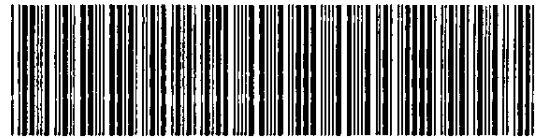
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*Amended  
& Restated  
Articles*

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2011 MAR 22 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*As R  
3/23/11*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Protectors of Companion Animals, Inc.

**DOCUMENT NUMBER:** N01000008290

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sheila Westerveld  
(Name of Contact Person)

Protectors of Companion Animals, Inc.  
(Firm/ Company)

P.O. Box 181176  
(Address)

Casselberry, FL 32718  
(City/ State and Zip Code)

westervelds@gmail.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sheila Westerveld at ( 203 ) 253-1934  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|---|--|---|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**FILED**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**2011 MAR 22 AM 10:52**

**OF**

**PROTECTORS OF COMPANION ANIMALS, INC.** SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**(a Florida nonprofit corporation)**

The undersigned nonprofit corporation hereby adopts these Amended and Restated Articles of Incorporation (the "Articles") to amend and restate those certain Articles of Incorporation of Protectors of Companion Animals, Inc. duly filed with the Florida Division of Corporations on November 20, 2001 (the "Original Articles"). These amended Articles shall supersede and replace the Original Articles in their entirety. These Articles were approved and adopted by a majority of the Board on March 8, 2011. The text of the amended Articles is set forth as follows:

**ARTICLE 1  
NAME**

The name of the nonprofit corporation is PROTECTORS OF COMPANION ANIMALS, INC. (the "Corporation").

**ARTICLE 2  
ADDRESS OF PRINCIPAL OFFICE**

The street and mailing address of the principal office of the Corporation is: 120 North Fairfax Avenue, Winter Springs, Florida 32708.

**ARTICLE 3  
PURPOSE**

The Corporation is organized as a nonprofit corporation exclusively for the purpose of providing animal welfare services to the community and solely in such a manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding future provision.

**ARTICLE 4  
INITIAL BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors which shall consist of not less than three (3) nor more than nine (9) members ("Directors") as provided in the Corporation's Bylaws. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Glorida Wade	120 North Fairfax Avenue, Winter Springs, Florida 32708

<u>Name</u>	<u>Address</u>
Sheila Westerveld	3412 Santa Monica Dr Orlando, Florida 32822
Marshall Schirtzer	136 Norris Place Casselberry Florida 32707
Laurie Killoran	3499 Medford Rd. Casselberry, Florida 32707
Oliver Yao	764 Galway Blvd Apopka, Florida 32703

The method, selection and term of Directors shall be as provided in the Bylaws.

## **ARTICLE 5 DISTRIBUTIONS**

No dividend shall be paid to, and no part of the net income, if any, of the Corporation shall be distributed to any of the Board of Directors officers or members of the Corporation, except as reasonable compensation for services performed in carrying out the Corporation's purpose or as otherwise provided in the Bylaws.

## **ARTICLE 6 DURATION**

The Corporation shall have perpetual existence commencing on the date the Corporation is first incorporated in the State of Florida.

## **ARTICLE 7 REGISTERED OFFICE AND AGENT**

The name of the registered agent of the Corporation is Gloria Wade, and the registered agent's street address for service of process is 120 North Fairfax Avenue, Winter Springs, Florida 32708.

## **ARTICLE 8 MAILING ADDRESS**

The address of the principal office of the Corporation is P.O. Box 181176, Casselberry, Florida 32718.

**ARTICLE 9  
INCORPORATOR**

The name and street address of the incorporator of the Corporation is:

Gloria Wade  
120 North Fairfax Avenue,  
Winter Springs, Florida 32708

**ARTICLE 10  
BYLAWS**

The Bylaws of the Corporation shall be as adopted by the Board of Directors.

**ARTICLE 11  
LIMITATIONS ON LIABILITY**

The Corporation members, officers and Board of Directors shall not be personally liable for the debts and obligations of the Corporation.

No officer or Director of the Corporation shall be personally liable to the Corporation except for any acts or omissions which involve willful misconduct or an intentional infliction of harm on the Corporation;

**ARTICLE 12  
AMENDMENTS**

Except as otherwise provided by Florida law, the Corporation may amend these Articles only upon the affirmative vote or written consent of a majority of the Directors.

**ARTICLE 13  
DISSOLUTION**

Upon dissolution, and after satisfaction of all debts or obligations of the Corporation, the Corporation shall make distribution of income or assets of the Corporation to an organization recognized as a 501(c)(3) of the Internal Revenue Code of 1986 whose purpose includes providing services to benefit companion animals.

The undersigned hereby executes these amended Articles the 15 day of March, 2011 and certifies that these Articles were adopted by the Board of Directors. There are no members with voting rights.

  
Glorida Wade, Incorporator

#### ACKNOWLEDGMENT

I, Glorida Wade, hereby acknowledge that I am the registered agent of Protectors of Companion Animals, Inc. and that I consent to act as such.

DATED this 15 day of March 2011.

  
Gloria Wade, Registered Agent