

No 1000008940

Heavenly Paws, Inc.  
818 Bloomingdale Drive  
Orlando, FL 32828

FILED  
01 DEC 20 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 17, 2001

Department of State  
Division of Corporations  
Corporate Filings  
PO Box 6327  
Tallahassee FL 32314

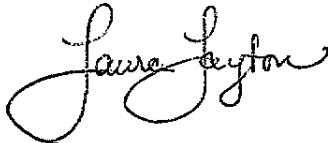
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern:

Please find the enclosed Articles of Incorporation and Registered Agent Designation for **Heavenly Paws, Inc.**, a new corporation organized under the laws of the State of Florida. Also enclosed, please find a check for \$78.75 to cover the filing fee for each document and one certified copy.

If you should have any questions regarding this documentation, please contact me via mail or at (407) 384-3487.

Sincerely,



Laura Layton  
President

Laura Layton GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Acts, II & III  
DATE 12/26/01  
DOC. EXAM Doris Brown

D. BROWN DEC 26 2001 ✓

**ARTICLES OF INCORPORATION  
OF  
HEAVENLY PAWS, INC.**

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The undersigned, being above the age of eighteen (18) years and competent to contract for the purpose of organizing a not-for-profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and do hereby agree and certify as follows:

**ARTICLE I**  
**Name and Principal Place of Business**

The name of this corporation (the "Corporation") shall be **HEAVENLY PAWS, INC.**, and its principal place of business shall be 818 Bloomingdale Drive, Orlando, Florida 32828.

**ARTICLE II**  
**Term**

This Corporation shall commence corporate existence upon the date of signing of these Articles of Incorporation by the Incorporator and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**  
**Purpose and Powers**

This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), not for pecuniary profit, including the performance of the following activities exclusively for such purposes, except as restricted by Article IX herein:

- A. To aid in the training of canines ultimately to be used by individuals with disabilities specific to such training.
- B. To carry on any and all lawful activities permitted to, and to exercises any and all powers conferred on, a corporation-not-for-profit under the laws of the State of Florida as may be helpful or appropriate for the achievement of the foregoing goals and purposes; provided, however, that the Corporation shall not engage in any activity which would be inconsistent with its classification as an organization described in Section 501(c)(3) of the Code or any equivalent section of the Code in effect at any time.

#### **ARTICLE IV**

##### **Members**

The sole member shall be LAURA LAYTON, or her successor in interest.

#### **ARTICLE V**

##### **Registered Office and Registered Agent**

The street address of the initial registered office of this Corporation is 818 Bloomingdale Drive, Orlando, Florida 32828, and the name of the initial registered agent of the Corporation at that address is LAURA LAYTON.

#### **ARTICLE VI**

##### **Manner of Election of Board of Directors**

Management of this Corporation shall be vested in a Board of Directors who shall be natural persons and who need not be members of the Corporation; provided, however, the initial Board of Directors who shall serve until the first election of directors or until their earlier, resignation, or death shall consist of three members. The number, term of office, powers, authority and duties of directors, the time and place of meetings and other regulations concerning directors of the Corporation shall be prescribed in the Bylaws of the Corporation; provided, however, that the number of directors shall always be an odd number. Additional requirements for the Board of Directors may be implied under the Bylaws of the Corporation.

#### **ARTICLE VII**

##### **Officers**

The officers shall be elected or appointed in accordance with the Bylaws of the Corporation.

Laura Layton P/V/S/T  
818 Bloomingdale Drive  
Orlando, FL 32828

#### **ARTICLE VIII**

##### **Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

#### **ARTICLE IX**

##### **Amendment**

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the member.

**ARTICLE X**  
**Incorporator**

The name address of the incorporator of the Corporation is as follows:

Laura Layton  
818 Bloomingdale Drive  
Orlando, FL 32828

**ARTICLE XI**  
**Restrictions and Interpretation**

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 III hereof. The net earnings and assets of the Corporation may be distributed to its member(s) provided such member(s) is(are) at that time a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

Section 2. Notwithstanding any other provision of these Articles of Incorporation to the contrary, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4. All references herein to the provisions of the Internal Revenue Code of 1986 shall include both amendments thereto and the corresponding provisions of any future federal tax code.

**ARTICLE XII**  
**Dissolution**


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, distribute all of the residual assets of the Corporation to its member, provided such member is an organization described in Section 501(c)(3) of the Code. If not, the Board of Directors shall dispose of such residual assets exclusively for one or more purposes of the Corporation which may include distribution to an organization or organizations organized and operated exclusively for one or more of such exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall distribute all of the residual assets of the Corporation 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 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 one or more of the purposes of the Corporation.

**ARTICLE XIII**  
**Headings and Captions**

The headings and captions of these various Articles of Incorporation are inserted for convenience of reference only and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

**IN WITNESS WHEREOF**, the undersigned subscribing incorporator has hereto set her hand and seal this 17<sup>th</sup> day of **December, 2001**, for the purposes of forming this corporation-not-for-profit under the laws of the State of Florida.

  
\_\_\_\_\_  
Laura Layton  
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA AND  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
01 DEC 20 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

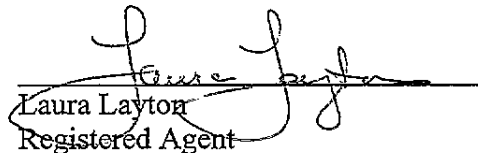
In compliance with Section 617.0501, Florida Statutes, the following is submitted:

**HEAVENLY PAWS, INC.** (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at 818 Bloomingdale Drive, Orlando, FL 32828, has named and designated **LAURA LAYTON**, with its registered office at 818 Bloomingdale Drive, Orlando, Florida 32828, its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGEMENT**

Having been named as Registered Agent for **HEAVENLY PAWS, INC.** (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.0503, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Section, 48.091, Florida Statutes, and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated the 17<sup>th</sup> day of December, 2001.

  
Laura Layton  
Registered Agent