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April 12, 2002

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Re: FEDERAL WOLF-DOG RESCUE, INC.

Dear Sir/Madam:

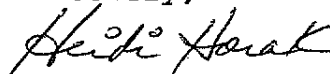
Enclosed please find the following to complete the filing of this not for profit corporation:

Original and one copy of Articles of Incorporation, and my trust account check no. 857, to the Department of State in the amount of \$78.75 to cover the filing fee and registered agent fee (\$70.00), and fee for certified copy (\$8.75).

Please call me at (727) 827-9392 if anything is missing. Please return the certified copy of the Articles of Incorporation to me via regular mail in the enclosed self-addressed stamped envelope.

Thank you for your assistance.

Sincerely,



Heidi Horak

HH/cw
Encls.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

FEDERAL WOLF-DOG RESCUE, INC.

ARTICLE I

NAME

The name of this corporation is FEDERAL WOLF-DOG RESCUE, INC. (hereinafter referred to as "the Corporation").

ARTICLE II

DURATION

The Corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the Corporation is

7949 Ulmerton Road, Largo, FL 33771

and the name and address of the initial registered agent at that address is DAWN BEDNAR.

ARTICLE IV

PURPOSE

The purposes for which the Corporation is formed, and the business and objectives to be carried on and promoted by it, are as follows:

- a. To find prepared, committed, loving homes for the numerous wolf-dogs who find themselves orphaned and facing a death sentence through no fault of their own.
- b. To provide a resource of education and support for current and potential wolf-dog guardians and the public at large.
- c. The Corporation is irrevocable dedicated to and operated exclusively for nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

ARTICLE V
POWERS

To carry out these purposes, the Corporation may exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Law.

ARTICLE VI
BOARD OF DIRECTORS AND MEMBERS; ELECTIONS

The affairs of the Corporation shall be managed by a board of directors, consisting of not less than seven (7) nor more than fifteen (15) in number who shall be elected by the members of the Corporation at the Annual Meeting. The Directors of the Corporation must, at all times, be members of the Corporation. No non-member of the Corporation may sit as a Director.

ARTICLE VII
DIRECTORS

The names and addresses of the persons who shall serve as Directors until their successors are duly qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dawn Bednar	7957 Aberdeen Circle Largo, FL 33771
Jim Walton	4700 48th Street North St. Petersburg, FL 33714
Gabriel Horn	4419 Porpoise Dr. S.E. St. Petersburg, FL 33705
Ceann Hayes	1862 Shore Acres Blvd. St. Petersburg, FL 33703

Bonnie Barron

7208 41st Court East
Sarasota, FL 34243

Dr. Kent Maynard

11720 US 19 N., Suite 10
Port Richey, FL 34668

Jill Runkle

7920 2nd Street North
St. Petersburg, FL 33702

Bonnie Barron

7208 41st Court East
Sarasota, FL 34243

The Directors shall serve without compensation.

The directors of the Corporation shall, at all times, be limited to individuals who are either members of Federal Wolf-Dog Rescue, Inc. or nonmembers who have the approval of the Board of Directors of the said sponsoring organization. In the event that a director of the Corporation ceases to be a member of Federal Wolf-Dog Rescue, Inc., or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation.

ARTICLE VIII OFFICERS

The officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the directors of the Corporation in the manner set out therein, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person.

The annual meeting shall be held in February of each year.

ARTICLE IX INCORPORATORS

The names and street addresses of the persons signing these articles of Incorporation as the Incorporators are:

Dawn Bednar

7957 Aberdeen Circle
Largo, FL 33771

Allan Bednar

7957 Aberdeen Circle
Largo, FL 33771

Dorothy Brown

9298 82nd Way North
Largo, FL 33777

ARTICLE X
AMENDMENTS

Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors (the "Board"), at which a quorum is present. The amendment must be adopted by a two-thirds vote of the Board and voting at such meeting, properly called and noticed as provided in the Bylaws.

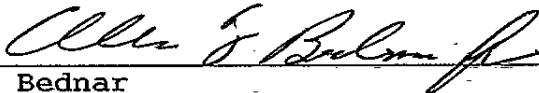
ARTICLE XI
DISSOLUTION

This Corporation may be dissolved at any regular meeting of the members of this Corporation, or at any special meeting called for that purpose, by a vote of (two-thirds (2/3)) of the members of the Corporation; and, upon such dissolution exclusively to charitable, scientific, literary or education.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles in Incorporation on this 21st day of February, 2002.



Dawn Bednar



Allan Bednar



Dorothy Brown

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STATE OF FLORIDA
COUNTY OF PINELLAS

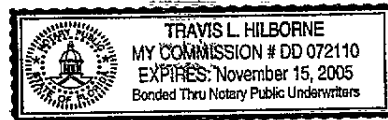
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Before me, the undersigned authority, on this day personally appeared Dawn Bednar, Allan Bednar, and Dorothy Brown, who executed and acknowledged the foregoing instrument before me this 7th day of February, 2002. They are personally known to me or have produced Florida Driver License as identification.

AFFIX NOTARIAL SEAL

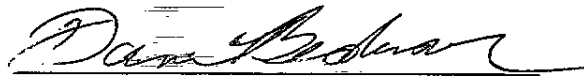

Notary Public

My Commission Expires:



REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for Federal Wolf-Dog Rescue, Inc., a Florida corporation not for profit, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as President.


Dawn Bednar
Date: February 21, 2002