

TRANSMITTAL LETTER

NO2000007448

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

000007468340--0
-09/03/02--01031--004
*****87.50 *****87.50

SUBJECT: HEAVENLY ACRES - Second Chance Rescue Inc
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: CAROL MOORE
Name (Printed or typed)

P.O. Box 144
Address

Dunedin, FL, 34697
City, State & Zip

727-785-7387 or 727-417-4034
Daytime Telephone number

02 SEP 30 PM 4:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

NO2-25860
9/9/02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 6, 2002

CAROL MOORE
P.O. BOX 144
DUNEDIN, FL 34697

SUBJECT: HEAVENLY ACRES & SECOND CHANCE ANIMAL RESCUE INC.
Ref. Number: W02000025860

We have received your document for HEAVENLY ACRES & SECOND CHANCE ANIMAL RESCUE INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum
Document Specialist
New Filing Section

Letter Number: 502A00051435

Articles of Corporation for
Heavenly Acres & Second Chance Animal Rescue Inc.
A Florida Non-Profit Corporation

ARTICLE I

Name

Section one

The name of this corporation is:
Heavenly Acres & Second Chance Animal Rescue Inc.

Heavenly Acres
Dealing primarily with domesticated animals.
And
Second Chance
Dealing primarily with exotic animals.

ARTICLE II

Location of Offices

Section one

The principal office and mailing address of the corporation is in the state of Florida, located at P.O. Box 144, Dunedin, FL, 34697, in the county of Pinellas.

Section two

The primary location of the domesticated portion of operation is located in the state of Florida, at 22396 West Loop Rd., Groveland, Florida, 34736, in the county of Lake City.

Section three

The primary location of the exotics portion of the operation is located in the state of Florida, at 3495 Belcher Rd., Palm Harbor, Florida, 34683, in the county of Pinellas.

Section four

The corporation may have such other offices and/or foster care facilities either within or without the county of Pinellas, State of Florida, as the board of directors may determine or as the affairs of the corporation may require. All necessary permits and licenses will be adhered to.

ARTICLE III

Purpose of the Corporation

Section one

Primary purpose

The primary purpose of the corporation is to rescue and find qualified homes for unwanted and/or unreleasable animals. Both domestic and exotic animals, rescued through varied means, shall be:

rescued, provided any needed medical care, housed and provided adoption assistance.

Every effort will be made to locate quality permanent foster homes for these animals.

All local, state and federal laws regarding placement will be adhered to.

All animals will have been neutered/spayed or provisions to have the animal neutered or spayed will be in place prior to any completed adoption. A contract shall be required to complete any adoption. The contract will also require the adoptee to return the animal to Heavenly Acres & Second Chance Animal Rescue Inc. if the contract is not fulfilled or animal is no longer wanted or able to be kept.

A copy of all adoptions will be kept on record at the primary office of the corporation for no less than 5 years.

Section two

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secondary purpose

The corporation will also strive to educate the public on need for neutering/spaying their pets (both domestic and exotics) so as to decrease the problems associated with over population and unwanted pets.

It will also strive to educate the public in regards to protecting wildlife through respect and knowledge.

This will be accomplished through school visits, seminars and other public literature and events.

Such events will be scheduled as time permits.

ARTICLE IV

Membership

Section one

General membership

Classes of members

The corporation will have one class of members. The designation of members and the qualification of members will be as follows:

Admission

An applicant will apply for membership in the corporation by their request.

No applicant will be denied membership based on race, religion, sex or ethnic background.

The corporation reserves the right to deny membership to an applicant if it feels strongly the applicant does not have the corporations best interest at heart. This denial of membership may only occur by a majority vote from the board of directors.

Voting rights

Each member shall be entitled to one vote on each matter submitted to a vote of the members. Being a board member or holding more than one office will not constitute additional votes.

Transfer of membership

Memberships in this corporation are non-transferable. Voting rights are non-transferable.

Suspension or expulsion of members

The board of directors, by affirmative majority vote of those present at any official meeting, may terminate the membership of any member who becomes ineligible for membership. In addition, the board, by affirmative vote of three-fourths of those present, may suspend or expel a member for conduct that the board deems detrimental to the objectives or interests of the corporation, or in violation of its bylaws, code of ethics or violates state or federal laws. Notification will be given to the member of such proceedings no later than ten (10) days prior to such action and the member shall be given the opportunity to be heard in her/his own defense.

Resignation

A member may resign her/his membership at anytime by filing a written resignation with the secretary.

Reinstatement

Upon written request by former member, to the secretary, a request for reinstatement will be presented to the board at the next scheduled meeting of the board. Upon a vote of three-fourths or more of the board, said former member may be reinstated. The board reserves the right to limit participation and offices held by former member if reinstated for a probationary period of one year from date of reinstatement if so desired by the board.

Other termination of membership

Membership will terminate upon the death. Membership may be placed inactive if member is unable to be located through general mail, phone and/or email means for a period of two months. If no new information has been presented to contact member, membership may be terminated at that time. Upon any such termination of membership, any right, title or interest of the member in the corporation will cease.

Section two
Officers, Board of Directors and appointments

General powers and the Board of Directors

The affairs of the corporation will be managed by its board of directors. The board of directors will consist of the President, the Treasurer, the Secretary, the Registered Agent and the Incorporator. Other such offices and/or committees may be appointed in accordance with the provisions of this article. The Board of Directors, by majority vote may elect to establish other temporary or permanent offices as it deems appropriate for the corporation.

Compensation

Directors will not receive any stated salaries for their services as officers of the board of directors. Some business related expenses will be compensated in accordance with the by laws of the corporation. New expenses can be compensated by (1) a vote and majority ruling, or (2) by an amendment being introduced into the by laws.

Election and term of Office

The officers of the board of directors of the corporation will be elected by a majority vote of the general membership at the annual meeting of the corporation.

Each officer will hold office until his or her successor has been elected, qualified and all office related property has been turned over to the successor or corporation.

New and/or temporary permanent offices may be created, filled or discontinued at any meeting of the board of directors. An officer of the board of directors may be removed from office by a meeting of the general membership and a majority vote, a meeting of the board of directors of which three-fourths are present and a majority vote, resigns or has passed away.

Vacancies of office

A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled temporarily by a majority vote by the remaining board of directors until the annual meeting of the general membership or and emergency general membership meeting can be arranged.

Resolution of office

Any property or indebtedness owed by an officer to the corporation shall be returned and/or reimbursed immediately upon leaving office. Former officer may also be responsible for any expenses, including but not limited to attorneys fees, incurred in connection with any claim being asserted against that officer or the corporation arising from his or her being or having been such officer.

Section three

Founder and Cofounder information

Founder

The founder of Heavenly Acres and Second Chance Animal Rescue is:

Cindy Shipp
22396 W. Loop Rd., Groveland, Florida, 34736

Co-Founder

The Co-founder of Heavenly Acres and Second Chance Animal Rescue is:

Carol Moore
Po Box 144, Dunedin, Florida, 34697

Section four Officers and duties

Duties of the President

The President will be the principal executive officer of the corporation and will, in general, supervise and control all the business and affairs of the corporation. The president will preside at all meeting of the members and of the board of directors. In his/her absence, the secretary will preside. The president and the secretary must sign all contracts or other instruments that the board of directors have authorized to be executed, except in cases where signing and execution has been expressly delegated by the board of directors or by these bylaws or statute to some other office or agent of the corporation. In general, the president will perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Duties of Treasurer

If required by the board of directors, the treasurer will give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the board of directors may deem appropriate. The treasurer will have charge and custody of, and be responsible for all funds and securities of the corporation from any source whatsoever and as such promises to deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as may be selected by the board of trustees. Records must always be available to any current board member, founder and co-founder. All transactions must be recorded in a separate ledger and passed on to the secretary for accurate record keeping and tax purposes. All monetary transactions requiring payments from the corporation to be made to a third party must be in the form of a check with the signatures of both the Founder and Cofounder of the corporation. Additional signatures may be required by the board. The treasurer shall further keep records related to the tax information required by local, state or Federal regulations and shall file all papers, forms and other requirements related to such regulations. Tax statements and/or waivers shall be available to the membership as required by law.

Duties of Secretary

The secretary will keep the minutes of the meetings of the members and the board of directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws or as may be required by local, state and or federal law; act as custodian of the corporate records (as such, all original documents shall be stored with the current secretary); and the seal of the corporation. She/he will see to it that the seal is affixed to any and all documents requiring it and executed by the corporation. The secretary will keep a register of the general memberships, board of directors, mailing addresses and membership registered email addresses for all notifications.

Duties of Registered Agent

The registered agent will be available Monday through Friday between the hours of 10:00 AM and 2:00 PM to receive suit papers and/or other official documents pertaining to the corporation. She/he shall forward all pertinent notices and/or documentation in a timely manner to the appropriate board member(s) or to corporate legal counsel for further action. She/he will perform other duties as occasionally designated by the board of directors.

Duties of Incorporator

The incorporator shall keep the corporation abreast on changes in State and/or Federal policies concerning corporate and/or non-profit status and law. She/he shall forward all pertinent notices and/or documentation in a timely manner to the appropriate board member(s) for discussion, vote or further action. She/he will perform other duties as occasionally designated by the board of directors.

Section five Meetings

Annual meetings

An annual meeting of the general membership will be held the fourth Saturday in May of each year beginning in 2003 at 12:00 PM eastern standard time. An annual meeting of the Board of directors will be held immediately thereafter. Board members and/or general members are not required to physically attend but may vote by proxy through membership registered e-mail. All current board members must submit a vote on all objectives requesting a vote of the board of directors at the annual meeting.

Special and/or emergency meetings

Special and/or emergency meetings of the board of directors may be called by or at the request of the president or any of the directors. The officer calling the meeting shall be authorized to designate a convenient time and place for the meeting. Ample time and provisions must be given so that all board members have a chance to attend and/or vote by proxy via member registered e-mail. No vote or amendment will be valid unless three-fourths of the board has had a chance to vote. All officers holding more than one office shall only be allowed one vote in any situation calling for a vote by the board of directors.

Special meetings of the general members may be called through the same process or by not less than ten percent of the members having voting rights.

Place of meetings

The meetings will be held at any place the board of directors may designate, either within or without the state of Florida, as the place of for any annual and/or special or emergency meeting. All board members must be notified and given the chance to attend of vote by proxy. A majority of three-fourths of the board must be present for a meeting to be considered official.

Notice of meetings

Written notice will be given ten (10) days in advance of any meeting other than an emergency meeting and e-mailed to each board members official membership e-mail address stating the place, day and hour of any meeting of the board or general membership meetings. Members will be notified no less than ten (10) days in advance of any general membership meetings. The ten day notice will be given before the date of the meeting by or at the direction of the President, secretary, officers or members calling the meeting. The purpose of the meeting will also be stated in the email.

Quorum

A majority vote from the full board of directors will constitute a quorum for the transaction of business at any meeting of the board. Three or more board members must be present (or voting by proxy via membership registered email) for a meeting to be official and for a vote to take place. All board members must be notified via phone, email or otherwise of any meeting of the board. In the even of a tie, the Founder and Cofounder shall be assessed each one vote. If the tie cannot be changed, the discussion and vote will be tabled to a later date. As such no changes will take place until the matter is reintroduced for discussion and a vote is taken.

ARTICLE V

**Names and addresses of current officers of the board of directors
Section one**

President:

**Cindy Shipp
22396 W. Loop Rd.
Groveland, Florida 34736
352-787-8879
bitshort@yahoo.com**

Treasurer:

**Carol Moore
P.O. Box 144
Dunedin, Florida 34697
727-785-7387
cmoore15@tampabay.rr.com**

Secretary:

**Carol Moore
P.O. Box 144
Dunedin, Florida 34697
727-785-7387
cmoore15@tampabay.rr.com**

Registered Agent

**Betty Roberts
15246 Grayling Lane
Odessa, Florida, 33556
813-920-2412
grayline@peoplepc.com**

Incorporator:


**Jani Deters
19866 S. Plantation Estates Dr.
Porter, Texas 77365
281-354-1933
bustermaw@hotmail.com**

ARTICLE VI

Name and signature of the Registered Agent

Betty Roberts

Signature of Registered Agent

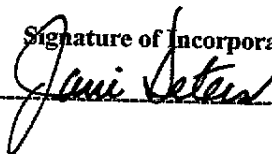


ARTICLE VII

Name and signature of the Incorporator

Jani Deters

Signature of Incorporator



ARTICLE VIII
Contracts, Checks, Deposits and Funds

Section one
Contracts

The board of directors may authorize any officer(s) or agent(s) of the corporation, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances. The board must approve any new contracts with a majority vote of three-fourths of the board membership in order to adopt said contract.

Checks, Drafts, and/or orders for payment

All checks, drafts, or orders for payment of corporate funds must be signed by the founder and co-founder of the corporation. Additional signatures may be required by the board of directors through a majority vote of which three fourths of the members are able to vote.

Section two
Deposits

All funds received for the corporation must be first deposited before distributed.

Section three
Gifts

All gifts, monetary or otherwise become the property of the corporation and as such must be deposited and/or accounted for. A separate list of all gifts and the donor of such shall be maintained at Corporate headquarters or with the Treasurer of the corporation, and such records will be maintained for a minimum of seven (7) years.

ARTICLE IX
Amendments

Section one
Power of Members to amend by-laws

The by-laws of this corporation may be amended, repealed, added to, or new by-laws may be adopted by a vote of the majority of the members. Any amendment, repeal, addition to a by law or new bylaw must be filed with the Florida Secretary of state in a timely manner as required by law.

Section two
Power of Directors to amend by-laws

Subject to the limitations of the articles of incorporation, these bylaws and the Florida Non-Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the corporation. Upon proper delegation, the by-laws of this corporation may be amended, repealed, added to or new by-laws may be adopted by a resolution of the board of directors. Any amendment, repeal, addition to a by-law or new by-law must be filed with the Florida Secretary of State in a timely manner as required by law by the Secretary of the corporation.

ARTICLE X
Miscellaneous

Section one
Fiscal year

The fiscal year of the corporation will begin on the first day of January and end on the last day of December in each year.

Section two
Corporate seal

The board of directors will provide a corporate seal, which will be in the form determined by the board of directors and with the approval of the general membership.

Registered Agent Form

The Registered Agent: Every State or jurisdiction requires a **Registered Agent** information to be placed within the structure of the Articles of Incorporation or Organization. A person or entity designated to receive important tax and legal documents on behalf of a corporation. The Registered Agent must be located and available at a legal address (NOT P.O. BOX) within the specified jurisdiction. Failure to maintain a Registered Agent in the jurisdiction in which the corporation is registered, may result in the forfeiture of the corporation status. A Registered Agent is also known as a **Resident Agent**. Registered Agents are required to keep all client communications **confidential**.

The Registered Office: The statutory address of a corporation (NOT P.O. BOX). In states requiring the appointment of a Registered Agent, it is usually the address of the Registered Agent.

Each corporation must continuously maintain ... (1) a registered office ... and (2) a registered agent." In general, failure to maintain a registered agent results in the loss of the "good standing" of the corporation with the state. This affects our ability to do business in the state, can result in corporate contracts being deemed void or voidable, and can possibly result in personal penalties or fines on the officers and directors of the corporation.

As the **Registered Agent** For **Heavenly Acres & Second Chance Animal Rescue Inc.**, I sign below verifying that I fully understand the duties required by the corporation of the **Registered Agent** and I further accept the responsibilities of the **Registered Agent**.

Sign Betty Roberts

Betty Roberts Date 9/18/02

Address:

15246 Grayling Lane, Odessa, FL, 33556

Phone:

813-920-2412

Email:

grayline@peoplepc.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA