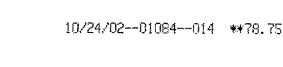
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Office Use Only

LARRY L. DILLAHUNTY, P.A.

- ATTORNEY AT LAW-

October 23, 2002

248 First Avenue North St. Petersburg, FL 33701 Рн: 727.822.1156 Fax: 727.822.1499 e-mail: LarryDLaw@aol.com

Secretary of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Re:

Corporate Filing - ZOOHAVEN SOCIETY, INC.

A Florida Corporation Not For Profit

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for **ZOOHAVEN SOCIETY, INC.**, a Florida Corporation Not For Profit, together with my trust account check in the amount of \$78.75 payable to the Secretary of State for the filing fee and for a certified copy of the Articles. I would appreciate your filing these papers as soon as possible and returning the certified copy to my office address as shown above at your very earliest convenience. I would also request that you fax to my office at 727/822-1499 a note showing that the Corporation has been filed.

Thank you for your courtesy and attention in this matter. Should you have any questions or concerns, please do not hesitate to give me a call.

Sincerely yours,

Larry L. Dillahunty, Esquire

LLD/chd Enclosure(s)

Sent Via Federal Express

ARTICLES OF INCORPORATION

FILED

<u>OF</u>

02 OCT 24 PM 3:51

ZOOHAVEN SOCIETY, INC.

A FLORIDA CORPORATION

NOT FOR PROFIT

SECRETARY OF STATE TALLAMASSEE, FLORIDA

ARTICLE I

NAME

The complete legal name of the Corporation is ZOOHAVEN SOCIETY, INC.

ARTICLE II

DURATION

The term of existence of the Corporation is perpetual. The corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE III

PURPOSE

The purpose for which the Corporation is organized is to operate and maintain an animal sanctuary.

ARTICLE IV

DIRECTORS

There shall be four (4) members of the initial Board of Directors of the Corporation, who will serve until the first election of Directors. The names and addresses of the initial Directors are as follows:

<u>Name</u>	Address
KAREN MACNEILL	4180 – 14 th Street N.E. St. Petersburg, FL 33703
BRAD SCHULTZ	4290 – 14 th Street N.E. St. Petersburg, FL 33703
VINNET CLINE	1819 – 29 th Avenue North St. Petersburg, FL 33713

TIMOTHY D. SWARTZ

4180 – 14th Street N.E. St. Petersburg, FL 33703

ARTICLE V

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at 4180 – 14th Street N.E., St. Petersburg, Florida, 33703. The initial registered agent of the Corporation at that address shall be KAREN MACNEILL.

ARTICLE VI

MEMBERS

The Corporation shall have Members. Members of the required to meet the following qualifications: Active interest in the goals of the Corporation. Persons meeting these qualifications will be admitted in the following manner: Upon payment of annual dues and registration fees.

ARTICLE VII

INCORPORATORS

The names and residence addresses of the subscribers of these Articles of Incorporation are:

Name

Address:

KAREN MACNEILL

4180 – 14th Street N.E. St. Petersburg, FL 33703

ARTICLE VIII

CONDUCT OF CORPORATE AFFAIRS

The conduct of the affairs of the Corporation shall be conducted pursuant to the By-Laws of the Corporation which By-Laws may from time to time be amended by a 2/3 vote of the Board of Directors or by a majority vote of the members.

IN WITNESS WHEREOF, I have subscribed my name on this 22 day of October, 2002.

KAREN MACNEILL,

incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

On the <u>32</u> day of October, 2002, before me, a Notary Public in the State of Florida and the County of Pinellas, personally appeared **KAREN MACNEILL**, who produced <u>£2000</u> as identification, or who is personally known to me to be the person named in the foregoing instrument, who executed it, and who acknowledged such execution for the purposes contained in the instrument.

IN WITNESS WHEREOF, I sign here and set my official seal.

Notary Public V State of Florida at Large Printed Name Larry L. Dillahunty

My Commission Expires: My Commission Number:

Personally Known ______

Larry L Dillahunty
My Commission CC845846
Expires June 13, 2003

FILED

STATE OF FLORIDA

02 OCT 24 PM 3:51

DEPARTMENT OF STATE

SECULTARY STATE
TALLAHASSEE, L'LORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THIS

STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE CORPORATION.

> The following is submitted in compliance with Chapter 48.091, Florida Statutes

ZOOHAVEN SOCIETY, INC., a Corporation, organized under the laws of the State of Florida, with its principal office at 4180 - 14th Street N.E., St. Petersburg, Florida, 33703, and its mailing address being the same, has named KAREN MACNEILL, located at 4180 - 14th Street N.E., St. Petersburg, Florida, 33703, with her residence being the same, as its agent to accept service of process within the State.

OFFICERS:

NAME	ADDRESS	OFFICE
KAREN MACNEILL	4180 – 14 th Street N.E. St. Petersburg, FL 33703	President
BRAD SCHULTZ	4290 – 14 th Street N.E. St. Petersburg, FL 33703	Vice-President
VINNET CLINE	1819 – 29 th Avenue North St. Petersburg, FL 33713	Secretary
TIMOTHY D. SWARTZ	4180 – 14 th Street N.E. St. Petersburg, FL 33703	Treasurer

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep the office open during prescribed hours, to post my name in some conspicuous place in the office, as required by law.