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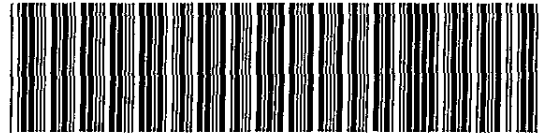
Suzanne Perez **GAVE**

AUTHORIZATION BY PHONE TO

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WHISENAND & TURNER

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 602

501 BRICKELL KEY DRIVE

MIAMI, FLORIDA 33131

TEL (305) 375-8484

FAX (305) 374-2919

wtgroup@worldnet.att.net

To: Florida Division of Corporations

From: Suzanne A. Pérez

Date: January 22, 2003

Re: The Valiant Trust, Inc.

Please find enclosed the following documents:

1. Original Articles of Incorporation for The Valiant Trust, Inc.
2. Copy of the Articles of Incorporation for The Valiant Trust, Inc.
3. Original of Designation of Registered Agent
4. Copy of Designation of Registered Agent
5. Check payable to Florida Secretary of State for US\$78.75

If you have any questions, please do not hesitate to contact me. Thank you for your assistance.

Enclosures

**ARTICLES OF INCORPORATION
OF
THE VALIANT TRUST INC.,
a Not-for-Profit Corporation**

We, the undersigned, desiring to organize a corporation not-for-profit under the laws of the State of Florida, hereby associate ourselves to make, subscribe, acknowledge and file with the Department of State of the State of Florida the following Articles of Incorporation:

ARTICLE I. - NAME

The name of this Corporation shall be The Valiant Trust Inc. (a private not-for-profit corporation).

ARTICLE II. - ENABLING LAW

This Corporation is organized pursuant to the Florida Not-for-Profit Corporation Act of the State of Florida, as codified in Chapter 617 of the Florida Statutes.

ARTICLE III. - PURPOSES

A. The purpose of this Corporation is to promote the education of humans in understanding the relationship between man and animals and to provide support in medical and humanitarian projects which promote the welfare of the animals with a particular emphasis on equines.

B. As a means and incidental to accomplishing the purposes for which this Corporation is being organized, it shall have the following powers:

(1) To solicit, accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the object and purposes of the Corporation may require, subject to such limitations as may be prescribed by law; and

C. This Corporation shall have and to exercise all rights and such other powers which now are, or which hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

D. Notwithstanding anything herein to the contrary, this Corporation may exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code and its Regulations, as the same now exist, or as they may be hereafter amended from time to time.

E. No part of the income or principal of this Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purposes of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

F. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in (include publishing or distributing statements concerning) any political campaign on behalf of any candidate for public office.

G. In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, as amended (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

ARTICLE IV. - DURATION

This Corporation shall exist until the conclusion of all of its business relating to the matters described in Article III as may be determined by its Board of Directors.

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ARTICLE V. - MEMBERSHIP

A. Membership in this Corporation shall be open to any person, family, corporation, or other entity upon receipt of a written application and payment of an annual fee (if not waived) to be established by the Board of Directors. Admission to membership shall be by a majority vote of the Board of Directors. The authorized number of members, the different classes of membership, dues if any, and other obligations, rights and privileges of members and the termination of membership shall be as set forth in the Bylaws of this Corporation.

B. All voting rights shall be vested exclusively in the members of the Board of Directors and no member other than a member of the Board of Directors shall be entitled to vote except that any member may indicate to the Board of Directors, his, her or its suggestions for handling the affairs of the Corporation.

ARTICLE VI. - MANAGEMENT OF CORPORATE AFFAIRS

A. Management. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors composed of not more than fifteen members, and such non-voting honorary members as determined by the Board of Directors. The Board of Directors and any vacancy thereon shall be filled by the Board of Directors.

B. Officers. The officers of this Corporation shall be the Chairman, the Vice-Chairman, the President, the Vice President, the Secretary, the Treasurer, and such other officers as the Board may determine to be necessary. The Board of Directors may elect and employ a chief executive officer and any other officers and personnel as it deems necessary. The chief executive officer shall be known as the President of the Corporation.

ARTICLE VII. - BOARD OF DIRECTORS

The names and business addresses of the persons constituting the Board of Directors and who shall act in that capacity until the selection of their successors are:

Jeanette Sassoon

3500 Fairlane Farms Road, Suite 15
Wellington, FL 33414

James D. Whisenand
3500 Fairlane Farms Rd
Ste. 15
Wellington, FL. 33414

Gary T. Fellers

3500 Fairlane Farms Road, Suite 15
Wellington, FL 33414

ARTICLE VIII. - NAMES AND ADDRESS OF INCORPORATORS

The name and address of the incorporator is as follows: Suzanne A. Pérez, 501 Brickell Key Drive, Suite 602, Miami, Florida 33131.

ARTICLE IX. - NAME AND OFFICE OF REGISTERED AGENT

The name of the registered agent is National Registered Agents, Inc., and the address of the registered agent is Courvoisier Centre, Suite 602, 501 Brickell Key Drive, Miami, Florida 33130.

ARTICLE X. - INCOME FROM PUBLIC EVENTS

If this Corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by non-members will be used by an organization which is exempt or for purposes which are exempt from federal income tax under Sections 501(c)(3) of the Internal Revenue Code, as amended, on an annual basis.

ARTICLE XI. - BYLAWS

Bylaws will be adopted at the first meeting of the Board of Directors. Such Bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the Bylaws shall be binding on all members of this Corporation.

ARTICLE XII. - AMENDMENTS

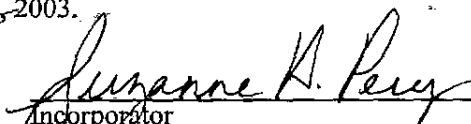
Amendments to these Articles of Incorporation may be proposed by any member of the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of the total number of members of this Corporation.

ARTICLE XIII. - DISSOLUTION

A. This Corporation shall be dissolved and its affairs concluded by a two-thirds vote of this Corporation's members eligible to vote or upon the conclusion of this Corporation's existence under Article IV of these Articles of Incorporation.

B. All the property and assets of this Corporation are and shall be irrevocably dedicated to purposes meeting the requirements for exemptions provided by Section 501(c)(3) of the Internal Revenue Code, as amended. No part of said property or assets shall inure to the benefit of any member, director or officer or to the benefit of any private individual or entity. Upon dissolution, winding up or abandonment of the Corporation, its assets remaining after payment, or provision for payment, of all use in furtherance of the purposes of the Corporation as set forth in Article III of these Articles of Incorporation, then to an organization being operated for charitable purposes and qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended. Any such assets not so disposed 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.

IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of Incorporation at Dade County, Florida this 22nd day of January, 2003.



Incorporator

STATE OF FLORIDA }
COUNTY OF DADE }

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized to take acknowledgements in Dade County, personally appeared Suzanne A. Pérez, as Incorporator, to me known to be the individual who executed the foregoing Articles of Incorporation in said capacity, and he acknowledged before me that he subscribed to these Articles of Incorporation in such capacity.

WITNESS my hand and official seal at 501 Brickell Key Drive, Suite 602, Miami, Florida 33131 this 22 day of JANUARY, 2003.



Notary Public

My Commission Expires:



Lourdes Berroa
My Commission CC935641
Expires May 11, 2004

**CERTIFICATE DESIGNATING OFFICE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 617.0501, Florida Statutes, the following is submitted, in compliance with said Act:

The Valiant Trust, desiring to organize under the laws of the State of Florida, with its principal office at Courvoisier Centre, Suite 602, 501 Brickell Key Drive, Miami, Florida 33131, has named National Registered Agents, Inc., as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, such capacity is hereby accepted.

NATIONAL REGISTERED AGENTS, INC.

By: _____

Authorized Representative

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TALLAHASSEE, FLORIDA