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PB CATS, INC.
POST OFFICE BOX 2922
PALM BEACH, FL 33480

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

APRIL 3, 2003

RE: PB CATS, INC.

GENTLEMEN:

ENCLOSED ARE THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION,
TOGETHER WITH A CHECK IN THE AMOUNT OF \$87.50 REPRESENTING THE PAYMENT
OF THE FOLLOWING FEES:

FILING FEE	\$35.00
CERTIFIED COPY OF ARTICLES OF INCORPORATION	\$8.75
REGISTERED AGENT DESIGNATION	\$35.00
CERTIFICATE OF STATUS	\$8.75
AMOUNT ENCLOSED	<u>\$87.50</u>

AS NOTED UNDER ARTICLE IX, THE EFFECTIVE DATE OF THESE ARTICLES IS
TO BE EFFECTIVE UPON FILING

PLEASE ADDRESS ALL CORRESPONDENCE TO THE FOLLOWING ADDRESS UNTIL
FURTHER NOTICE:

PB CATS, INC.
POST OFFICE BOX 2922
PALM BEACH, FL 33480

SINCERELY,


BETHANNE POUNCEY
PB CATS, INC.

ARTICLES OF INCORPORATION
of
PB CATS, INC.

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the Not for Profit Corporation Act of the State of Florida.

ARTICLE I – Corporation Name

The name of the corporation is:

PB CATS, INC.

ARTICLE II – Address

The principal business and mailing address of the Corporation is POST OFFICE BOX 2922
PALM BEACH, FL 33480

ARTICLE III – Purpose

The principal purposes for which this corporation is formed are as follows:

- A. The promotion and enactment of humane and responsible solutions and approaches to the handling of the feral cat population in the area of Palm Beach.
- B. Initial activities focusing on the management of the feral cat population utilizing the TTVARM (Trap, Test, Vaccinate, Assess, Relocate, and Manage) concept.
- C. Feeding areas will be established, maintained, and monitored, where feasible, in keeping with community rodent control concerns and the organization's overriding policy of compassionate caring towards animals.
- D. Subsequent activities may relate to additional animal care or wildlife issues.

ARTICLE IV – Manner of Election of Directors

The method of election or appointment of the directors of the Corporation is as set forth in the bylaws.

ARTICLE V – Initial Board of Directors

The initial Board of Directors shall consist of at least three (3) members and are as follows:

- 1 Bethanne Pouncey, P.O. Box 2922, Palm Beach, FL 33480
- 2 Carolyn Ross, 201 Sanford Avenue, Palm Beach, Florida 33480
- 3 Martha H. Bedford, 72 Delafield Island Road, Darien, CT 06820

ARTICLE VI – Initial Registered Office and Agent

The name and street address of the Initial Registered Agent of this Corporation is:

Robert W. Slater
214 Brazilian Avenue #260
Palm Beach Florida 33480

ARTICLE VII – Incorporator

The name and address of the person signing these Articles of Incorporation is as follows:

Bethanne Pouncey
P.O. Box 2922
Palm Beach Florida 33480

ARTICLE VIII – By-Laws

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

ARTICLE IX – Effective Date

The effective date for these Articles of Incorporation shall be EFFECTIVE UPON FILING

ARTICLE X – Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE XI – Restrictions on Corporate Purpose

A. The purposes for which the Corporation is organized are to receive and maintain real estate or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

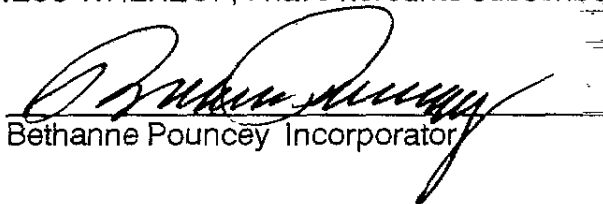
B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

ARTICLE XI – Restrictions on Corporate Purpose (Continued)

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

D. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of 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 the Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 3 day of April, 2003


Bethanne Pouncey Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

The name of the Corporation is:

PB CATS, INC.

In accordance with Florida Statutes Sections 48.091 the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

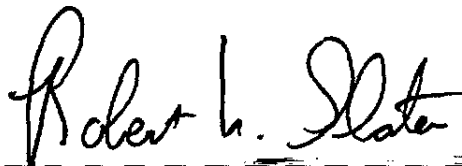
214 Brazilian Avenue #260
Palm Beach, Fl 33480

has named Robert W. Slater

located at the above address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office, and further state I am familiar with and accept the obligations of my position as registered agent.



Registered Agent