

NO3000004755

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

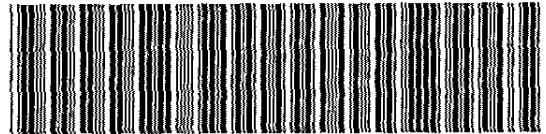
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400037958594

*Amended &
Restated*

07/21/04--01069--002 **35.00

RECEIVED
04 JUL 21 AM 11:55
DIVISION OF CORPORATION

FILED
04 JUL 21 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
*PPR
7/21/04*

CAPITAL CONNECTION, INC.

4123 Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

T.L.C. Primate Retreat, Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

✓ Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy _____

✓ Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
T.L.C. PRIMATE RETREAT, INC.
(A Florida Corporation Not for Profit)**

FILED
04 JUL 21 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Florida Statute Section 617.1007, the undersigned Florida Corporation Not for Profit, hereby amends and restates the Articles of Incorporation filed with the Secretary of State of the State of Florida on June 4, 2003, by and through the unanimous consent of the undersigned Members, of even date herewith, to be effective immediately upon filing as follows:

ARTICLE I

Name

The name of this corporation is T.L.C. PRIMATE RETREAT, INC.

ARTICLE II

Purposes

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under Section 501(C)(3) of the Internal Revenue Code (or the corresponding section of any future Federal Tax Code). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporations shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

In particular, it is the intent and purpose of the primate retreat to operate a facility for the conservation, preservation and propagation of endangered, threatened or distressed primates which may have been abandoned, abused, disabled, ill or neglected. The retreat will provide a humane, healthy and safe environment for the care, treatment, conservation and enrichment of such primates and to educate the public on the humane treatment and care of primates.

Notwithstanding any other provisions herein, the corporation shall not carry on any activities not permitted to be carried on:

(a) By an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such Code, or

(b) By an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III Qualification of Members

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws.

ARTICLE IV Term of Existence

The existence of the corporation will commence upon the filing of these Articles with the Department of State of the State of Florida and shall continue thereafter in perpetually.

ARTICLE V
Subscriber

The name and residence of the subscriber to these Articles is:

Linda Loethen
4841 Oak Acres Lane
Fort Myers, FL 33905

ARTICLE VI
Officers

Section 1. The officers of the corporation shall be a President, a Secretary, and such other officers as may be provided in the Bylaws.

Section 2. The names and addresses of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
President	Linda Loethen 4841 Oak Acres Lane Fort Myers, FL 33905
Vice President	James B. Loethen 4841 Oak Acres Lane Fort Myers, FL 33905
Secretary	Barry DeNicola 112 BonAire Barefoot Beach, FL 34134
Treasurer	Angela Moore 4101 Lake Ned Circle Winter Haven, FL 33884

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE VII
Board of Directors

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have five directors initially, who shall be elected annually unless changed by the Bylaws. The number of directors may be increased from time to time, by the Bylaws, but shall never be less than three.

Section 2. The Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 4. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
Linda Loethen	4841 Oak Acres Lane Fort Myers, FL 33905
James B. Loethen	4841 Oak Acres Lane Fort Myers, FL 33905
Barry DeNicola	112 BonAire Barefoot Beach, FL 34134
Angela Moore	4101 Lake Ned Circle Winter Haven, FL 33884
Patti Wentzel	1481 Alhambra Drive Fort Myers, FL 33901
Gale Sampson	1861 Passaic Avenue Fort Myers, FL 33901
Val Thorsen	6190 Shaded Oaks Lane Naples, FL 34119

Cindy Alexador

P.O. Box 418
LaBelle, FL 33935

Day Leach

133 Barefoot Circle
Naples, FL 34134

ARTICLE VIII
Bylaws

Section 1. The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX
Amendments

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by at least a majority of a quorum of voting members present to vote.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

ARTICLE X
Location

The location of this corporation shall be at 4841 Oak Acres Lane, in the City of Fort Myers, County of Lee, State of Florida, the mailing address shall be the same.

ARTICLE XI
Nonprofit Status

Section 1. No part of the net earnings of the corporation shall inure to the benefit of any individual or member.

Section 2. The corporation shall not carry on propaganda, or otherwise act to influence legislation.

ARTICLE XII
Dues

The amount of the yearly dues payable by members shall be such amount as may be determined from time to time by the Board of Directors.

ARTICLE XIII
Powers

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

ARTICLE XIV
Meetings

Section 1. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

Section 2. The corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

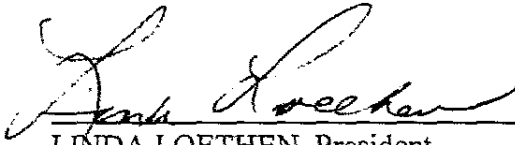
ARTICLE XV
Distribution of Assets upon Dissolution

Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE XVI

The street address of the initial registered office of this corporation is 4841 Oak Acres Lane, Fort Myers, Florida 33905, and the name of the initial registered agent of this corporation at that address is LINDA LOETHEN.

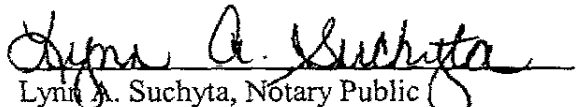
IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hand and seal this 20th day of July, 2004, for the purpose of forming this corporation not for profit under laws of the State of Florida.


LINDA LOETHEN, President

STATE OF FLORIDA)
COUNTY OF LEE)

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared LINDA LOETHEN, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the County and State named above this 20th day of July, 2004.


Lynn A. Suchyta, Notary Public
My Commission No.: DD188605
My Commission Expires: 2/26/07



Lynn A Suchyta
My Commission DD188605
Expires February 26, 2007

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That T.L.C. PRIMATE RETREAT, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Fort Myers, County of Lee, State of Florida, has named LINDA LOETHEN, located at 4841 Oak Acres Lane, City of Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: 
LINDA LOETHEN, Registered Agent