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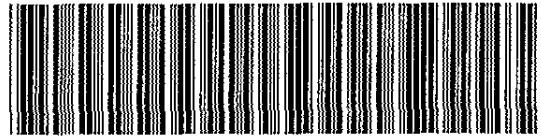
Rosemary Kuehl ✓
GAVE

AUTHORIZATION BY PHONE TO

CORRECT R.A. acceptance

DATE 7-29-03

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
AND BUSINESSES

03 JUL 23 PM 12:13

FILED

W03-21331
JUL 24

TRANSMITTAL LETTER

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

SUBJECT: WeCare Rottweiler 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: Rosemary Kuehl
Name (Printed or typed)

P.O. Box 690
Address

Deleon Springs, FL 32130
City, State & Zip

386-985-1877
Daytime Telephone number

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



WeCare Rottweiler Rescue, Inc.

P.O. Box 690 Deleon Springs, FL 32130

wecare@bestnetpc.com <http://www.wecarerottweilerrescue.homestead.com>

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03 JUL 23 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FL

Articles of Incorporation

The undersigned incorporator, desiring to form a not-for-profit corporation under the provisions of Chapter 617.0202 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation in accordance with the laws of the United States of America and the State of Florida.

ARTICLE I: NAME

SECTION 1: NAME

The name of the organization shall be WeCare Rottweiler Rescue, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of this business for this corporation is,
5275 Society Way Deleon Springs, FL 32130.

The mailing address of this corporation shall be,
P.O. Box 690 Deleon Springs, FL 32130

ARTICLE III: PURPOSES

SECTION 1: OBJECTIVES AND PURPOSES

The primary objective and purposes of this incorporation shall be:

- a. To accept into rescue Rottweilers being housed at animal shelters and humane societies
- b. To accept Rottweilers from private owners who no longer want them, thereby preventing potential cruelty and/or neglect
- c. To provide shelter, food, medical care and training for the rescued Rottweilers until new homes are located for them
- d. To place the rescued Rottweilers in new homes, after carefully screening the adoptive families
- e. To educate the public about the Rottweilers breed to better prepare them as potential Rottweilers owners
- f. To educate the public about the importance of spaying or neutering their dog(s), to reduce the numbers of unwanted dogs in animal shelters

- g. To prevent cruelty or inhumane treatment of Rottweilers by disseminating information and knowledge regarding this breed

Section 2: NON-PROFIT

The purposes for which this incorporation is organized are exclusively charitable, scientific and educational within the meaning of section 501(c)(3) of the IRS or corresponding provision of any further tax code (the "Code"). Notwithstanding any other provision for this charter, the corporation shall not carry on any activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or any activities not permitted to be carried on by an corporation exempt from federal income tax under section 501(c)(3) of the Code. No part of any profits, remainder or residue from dues or donations to the corporation association shall inure to the benefit of any member club or individual. All such monies accruing to the incorporation shall be devoted to the above stated objectives or be made as specific bequests to such charitable or civic organizations as shall be approved by corporation by voting at a meeting.

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1: NUMBER

The corporation shall have three directors and collectively they shall be known as the Board of Directors.

SECTION 2: DUTIES

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c. Supervise all officers, agents and volunteers of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses with the secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof;

SECTION 3: TERMS OF OFFICE

Each director shall hold office until resignation, removal or death and until his or her successor is selected.

SECTION 4: COMPENSATION

No part of the net earnings of the organization shall be inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of the propaganda, of otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax code, or (b) by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or corresponding section of any future federal tax code.

SECTION 5: NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

SECTION 6: INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS AND OTHER AGENTS

To the extent that the person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is or was an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by.

SECTION 7: PLACE OF MEETINGS

Meeting shall be held within the boundaries of the State of Florida. Any meeting, regular or special, may be held by conference telephone or similar communications equipment so long as all directors participating in such meeting can communicate with one another.

SECTION 8: REGULAR AND ANNUAL MEETINGS

Regular Board Meetings: There shall be a minimum of three meeting of the Board of Directors in each calendar year, at such time and place as may be designated by the President. Written notice of such meeting will be mailed by the Secretary at least 10 days prior to the date of the meeting. The Quorum for such meeting shall be the majority of the Board.

Emergency Meetings: The Board may authorize the President to conduct emergency meetings without notice; such meetings may be conducted via telephone or internet.

Annual Meeting: The annual meeting shall be held in the month of November at which directors may be elected in accordance with these Bylaws. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his successor in office all properties and records pertaining to that office within 30 days after the election.

SECTION 9: QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Board of Directors.

SECTION 10: CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President, or in his or her absence, the Vice President. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

ARTICLE V: INITIAL DIRECTORS AND OFFICERS

SECTION 1: NUMBER OF OFFICERS

The officers of the corporation shall be at least a President, a Vice-President and a Secretary/Treasurer.

President - Rosemary Kuehl
5275 Society Way (Mailing Address P.O. Box 690)
Deleon Springs, FL 32130

Vice-President - Caroline Rubin
416 NW 3rd St,
Webster, Fl 33597 (Mailing Address P.O. Box 1252 Bushnel,
FL 33513)

Secretary/Treasurer - Walt Rubin
5275 Society Way (Mailing Address P.O. Box 690)
Deleon Springs, FL 32130

SECTION 2: SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 3: VACANCIES

Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of all the then members of the Board at its first regular or special meeting following the creation of such a vacancy.

SECTION 4: DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, the Articles of Incorporation of this corporation or by these Bylaws, or which may be prescribed from time to time by the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 5: DUTIES OF THE VICE-PRESIDENT

The Vice-President shall act in conjunction with and in the absence of the President in all the same manners and duties as prescribes by la, the Articles of Incorporation of this corporation and these Bylaws.

SECTION 4: DUTIES OF THE SECRETARY/TREASURER

The Secretary/Treasurer shall:

- a. Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.
- b. Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

- d. Be custodian of the records and of the seal of the unincorporated association and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the unincorporated association under its seal is authorized by law or these Bylaws.
- e. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of unincorporated association of this unincorporated or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- f. Have charge and custody of, and be responsible for, all funds and securities of the unincorporated association, and deposit all such funds in the name of the unincorporated association in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- g. Receive and give receipt for, monies due and payable to the corporation from any source whatsoever.
- h. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- i. Keep and maintain adequate and correct accounts of the unincorporated association's properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains and losses.
- j. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.
- k. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and the financial condition of the corporation.
- l. Prepare or cause to be prepared, and certify or cause to be certified, the financial statements to be included in any required reports.
- m. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the unincorporated association or by these Bylaws, or
- n. which may be assigned to him or her from time to time by the Board of Directors.

Corporate Records, Reports

SECTION 1: MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of Florida:

- a. Minutes of all meetings of directors, committees of the board
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

- c. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection at all reasonable times during office hours.

SECTION 2: ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation. Which report shall contain the following information in appropriate detail:

- a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c. The revenue of receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- d. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

Fiscal Year

SECTION 1: FISCAL YEAR OF THE CORPORATION

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

SECTION 1: AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by a majority vote of the Board of Directors.

Amendment of Articles

SECTION 1: CERTAIN AMENDMENTS

This corporation shall not amend its Articles of Incorporation to alter any statement that appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement.

Prohibition Against Sharing Corporate Profits and Assets

SECTION 1: PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

Dissolution

The organization may be dissolved at any time by the written consent of not less than two-thirds of the Board of Directors. In the event of dissolution, whether voluntary, involuntary or by operation of law, none of the property, proceeds thereof, nor any assets of the organization shall be distributed to any member of the organization. The assets of the corporation, if any, after all debts have been satisfied, 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.

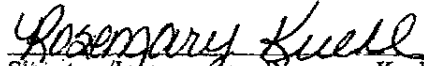
ARTICLE VII INCORPORATOR

The name and address of the Incorporator is,

Rosemary Kuehl
5275 Society Way
Deleon Springs, FL 32130

Mailing address: P.O. Box 690 Deleon Springs, FL 32130

Dated: 7-21-2003



Signature/Incorporator Rosemary Kuehl, President 5275 Society Way Deleon Springs, FL 32130
(Mailing Address P.O. Box 690 Deleon Springs, FL 32130)



I accept the duties of registered agent.

Signature/Registered Agent Walt Rubin, Secretary/Treasurer 5275 Society Way Deleon Springs, FL 32130 (Mailing Address P.O. Box 690 Deleon Springs, FL 32130)

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the articles of incorporation pursuant to Chapter 617, Florida Statutes (F.S.)



Walt Rubin, Secretary/Treasurer

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03 JUL 23 PM 12:13
SECRETARY OF STATE
ALLAHABAD, INDIA