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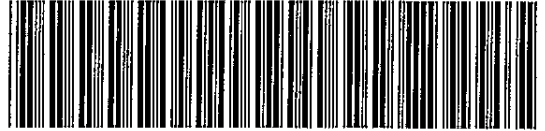
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LAW OFFICES
BLACKBURN & COMPANY, L.C.
5150 BELFORT ROAD, SOUTH
BUILDING 500
JACKSONVILLE, FLORIDA 32256

DENNIS L. BLACKBURN
RENEE D. GROSSE

TELEPHONE: 904-296-7713
FACSIMILE: 904-296-7716
FACSIMILE: 904-493-0384
e-mail: dlb@blackburnco.org
JAMES D. O'DONNELL
OF COUNSEL

November 21, 2003

Florida Department of State
Division of Corporations
Post office Box 6327
Tallahassee, Florida 32314

Re: Amended and Restate Articles of Incorporation
St. Francis Charity Animal Hospital, Inc.

Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Amended and Restated Articles of Incorporation for the above-referenced nonprofit organization. Also enclosed is our check in the amount of \$43.75 in payment of the filing fee and the fee for one (1) certified copy of the Amended and Restated Articles of Incorporation.

Please return the certified copy of the Amended and Restated Articles of Incorporation to the undersigned at the address indicated above. If you have any questions concerning this filing, please contact me.

Very truly yours,



Dennis L. Blackburn

DLB:rd
Enclosures
c: Dr. Susan Shelton (w/o enclosures)

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

ST. FRANCIS CHARITY ANIMAL HOSPITAL, INC., A FLORIDA NOT FOR PROFIT CORPORATION
COUNTY OF STATE
TALLAHASSEE, FLORIDA

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A. The name of this Corporation is ST. FRANCIS CHARITY ANIMAL HOSPITAL, INC.

B. The Board of Directors of this Corporation has adopted the following amendment and restatement to the Articles of Incorporation of this Corporation in accordance with Florida Statutes Section 617.1002 and 617.1007. There are no members of this Corporation. As amended and restated, the Articles of Incorporation for this Corporation shall read as follows:

ARTICLE I - NAME

The name of the Corporation shall be ST. FRANCIS CHARITY ANIMAL HOSPITAL, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be 1447 Wells Road, Orange Park, Florida 32073.

ARTICLE III - PURPOSES

The specific purposes for which the Corporation is organized are:

- (a) To exist and operate solely for educational, scientific and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual;
- (b) To operate without regard to race, age, sex, religion or national origin;
- (c) To carry out its functions such that no substantial part of the Corporation's activities 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;

- (d) To operate, participate in and/or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code; and
- (e) To enrich the lives of pets and people in the Corporation's community and to provide and procure resources to 1) create access to veterinary care for pets regardless of the pet owners' ability to pay for such care; 2) develop educational opportunities relating to responsible pet ownership and the competent practice of veterinary medicine; and 3) support working relationships with other individuals and entities that positively influence the lives of pets and people.

ARTICLE IV – POWERS

The Corporation shall have and exercise all powers of any corporation not for profit as the same now exist or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation and benefits to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 of such Code.

ARTICLE V - DISSOLUTION ON LIQUIDATION

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then members of the Board of Directors of the Corporation to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE VI - DIRECTORS AND THE MANNER OF THEIR ELECTION

The Board of Directors shall consist of at least three (3) members. The method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation.

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

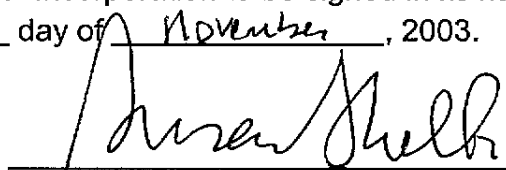
The name and the street address of the initial registered agent are Susan Shelton, 1447 Wells Road, Orange Park, Florida 32073.

ARTICLE VIII – AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Board of Directors of the Corporation.

The date of the adoption of the Amended and Restated Articles of Incorporation by the Board of Directors of the Corporation is October 30th, 2003.

IN WITNESS WHEREOF, ST. FRANCIS CHARITY ANIMAL HOSPITAL, INC., has caused these Amended and Restated Articles of Incorporation to be signed in its name by its President this 17th day of November, 2003.



SUSAN SHELTON, President