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Igler + Dougherty, P.A.
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(Address)

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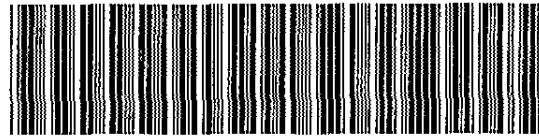
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**ARTICLES OF INCORPORATION
OF
BONNIE'S CAT AND KITTEN ORPHANAGE, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

**ARTICLE I
NAME AND ADDRESS**

The name of this Corporation shall be: **BONNIE'S CAT AND KITTEN ORPHANAGE, INC..**

The principal office of the Corporation is located at 6015 North Dexter Avenue, Tampa, Florida 33604,
and the mailing address is 6015 North Dexter Avenue, Tampa, Florida 33604.

**ARTICLE II
CORPORATE EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III
CORPORATE PURPOSES**

The Corporation shall be a nonprofit, nonsectarian organization formed and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, which purposes shall include the prevention of cruelty to, and the providing of care for, indigent cats and kittens. The Corporation's purposes shall also include the acceptance from any party, from time to time, of contributions and the deriving of income to be used or applied exclusively for the purposes set forth above. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable. No part of the assets or the net earnings of the Corporation shall inure to the benefit of any officer, director, member, or any other person. No substantial part of the activities of the Corporation shall

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be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

During any period that the Corporation is a private foundation, as defined by Section 509(a) of the Internal Revenue Code, the Corporation shall: (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a); (2) not engage or be involved in any act of self-dealing, as defined in Section 4941(d), so as to give rise to any liability for the tax imposed by Section 4941(a); (3) not retain any excess business holdings as defined in Section 4943(c), so as to give rise to any liability for the tax imposed by Section 4943(a); (4) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944(a); and (5) not make any taxable expenditures, as defined in Section 4945(d), so as to give rise to any liability imposed by Section 4945(a). Unless otherwise indicated, as used in this Article III and hereinafter, all section references are to the Internal Revenue Code, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

ARTICLE IV

CORPORATE POWERS

The Corporation shall have and exercise all powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article III above.

ARTICLE V
CAPITAL STOCK

The Corporation shall not have capital stock.

ARTICLE VI
MEMBERS

The Corporation shall have no voting members. The Board of Directors may authorize the establishment of nonvoting membership from time to time. The designation of one or more classes of membership, the qualifications and rights of the members of each class, and the manner of their admission to membership shall be regulated by the Bylaws of the Corporation.

ARTICLE VII
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than two. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

The initial Board of Directors of the Corporation shall consist of four (4) members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

<u>Director</u>	<u>Address</u>
Paul H. Westerhoff	6015 North Dexter Avenue Tampa, Florida 33604
Louise C. Westerhoff	6015 North Dexter Avenue Tampa, Florida 33604
Valerie L. Pierce	702 Mason Street Brandon, Florida 33511
Daniel Swain	2013 East Hanna Avenue Tampa, Florida 33604

ARTICLE VIII **AMENDMENTS**

These Articles of Incorporation may be amended by the affirmative vote of at least three-fifths of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

ARTICLE IX **DISSOLUTION**

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed for an exempt purpose to any organization which shall then be qualified for exemption under Section 501(c)(3) and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 as applicable, or to the federal government, or to a state or

local government for a public purpose. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

ARTICLE X
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Registered Office of the Corporation is 6015 North Dexter Avenue, Tampa, Florida 33604 and the name of the Registered Agent at such address is **PAUL H. WESTERHOFF**.


ARTICLE XI
INCORPORATORS

The names and addresses of the incorporators of the Corporation are as follows:

Paul H. Westerhoff	6015 North Dexter Avenue Tampa, Florida 33604
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Louise C. Westerhoff	6015 North Dexter Avenue Tampa, Florida 33604
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IN WITNESS WHEREOF, I have executed these Articles of Incorporation of **BONNIE'S CAT AND KITTEN ORPHANAGE, INC.**, on this 15th day of March, 2004.


PAUL H. WESTERHOFF
Incorporator


LOUISE C. WESTERHOFF
Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH


The foregoing instrument was acknowledged before me this 1st day of March, 2004, by **PAUL H. WESTERHOFF and LOUISE C. WESTERHOFF**, as Incorporators of **BONNIE'S CAT AND KITTEN ORPHANAGE, INC.**, a Florida corporation not-for-profit, () who are personally known to me, or () who have produced _____ [type of identification] as identification.




Kimberly Lock
Signature of Notary Public
Notary Stamp/Seal:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR SERVICE OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Sections 617.0501 and 48.091, Florida Statutes, **BONNIE'S CAT AND KITTEN ORPHANAGE, INC.**, desiring to organize under the laws of the State of Florida, has designated **PAUL H. WESTERHOFF**, whose street address is 6015 North Dexter Avenue, Tampa, Florida 33604, as its agent to accept service of process within the State of Florida.


PAUL H. WESTERHOFF
Incorporator

Having been named by the above-referenced corporation as its registered agent to accept service of process at the location designated herein, **PAUL H. WESTERHOFF** hereby accepts to act in this capacity, is familiar with and accepts the obligations of Section 617.0501, Florida Statutes, and agrees to comply with the laws of Florida applicable thereto.

By: 
PAUL H. WESTERHOFF, as
Registered Agent

Date: 3/1/04

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