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Amend.
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Kevin Patrick Flood

Attorney at Law

Member Florida, Louisiana and New York Bar

867 Copeland Street
Jacksonville, Florida 32204
Tel: 904-874-7838
Email: kpfflood@FloodLaw.com
Web: www.FloodLaw.com

BY FEDEX

November 5, 2004

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Kamp Kitter Rescue Foundation, Inc.
Amended Certificate of Incorporation

Dear Sir or Madam:

I enclose an Amended Certificate of Incorporation for filing, together with my check in the amount of \$43.75, for the filing fee and a certified copy.

Please expedite this request and return the receipt and certified copy as soon as possible as it must be submitted to the Internal Revenue Service. If there are any questions or problems please call me at 904-875-7838.

Very truly yours,



Kevin Patrick Flood
KPF:bhs

ARTICLES OF AMENDMENT

Kamp Kritters Rescue Foundantion, Inc. (A Florida Not for Profit Corporation)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation which were filed on March 12, 2004 as document number N04000002578..

Adoption of Amendment

There are no members of this Corporation. Accordingly, these Articles of Amendment were adopted by the board of directors of said organization by a written action of the board dated October 29, 2004. This board action met the requirements of both the Articles of Incorporation and the bylaws.

The Articles of Incorporation of the Kamp Kritters Rescue Foundantion, Inc. are hereby amended as follows:

- 1. Article III of the Articles of Incorporation is hereby replaced. The new Article III reads as follows:**

ARTICLE III CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code, and consist of the following:

- A. The rescue, care and adoption of injured and abandoned dogs. The Foundation will house, feed, nurture and take care of all necessary veterinarian bills for all dogs to include spay/neuter, heartworm treatment, worming, amputations, surgeries etc. This care shall be for the natural life of the animal as the Foundation is a no-kill shelter. Nothing herein shall prevent providing these services and care to other animals.
- B. The provide educational instruction and training to the general public as to the rescue, care and adoption of injured and abandoned dogs.
- C. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, funds and foundations organized and operated exclusively for charitable or educational purposes for the betterment of the care and treatment of animals, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- D. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

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E. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

F. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. The following additional Articles are hereby added to the Articles of Incorporation.

**ARTICLE IX
MEMBERS**

There shall be no members of this corporation.

**ARTICLE X
501(C)(3) LIMITATIONS**

A. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

B. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

C. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

D. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all debts and liabilities of the corporation, dispose of all assets of the Corporation remaining exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors may determine. Any such assets not so disposed of shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, , exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and

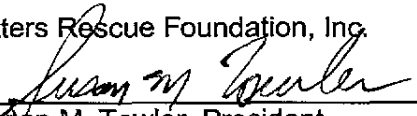
operated exclusively for such purposes, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

E. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U. S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

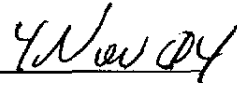
- i.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- ii.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- iii.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- iv.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- v.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Kamp Kritters Rescue Foundation, Inc.

By: _____


Susan M. Towler, President

Date: _____



1650-31 Margaret Street
Suite 208
Jacksonville, FL 32204