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FLORIDA NON-PROFIT CORPORATION

Sanctuary Animal Refuge, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
Sanctuary Animal Refuge, Inc.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **Sanctuary Animal Refuge, Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
210 N. Palomino Street, Clewiston, Florida 33440

ARTICLE III PURPOSES

The specific purpose for which the corporation is organized is: This Sanctuary will be a place where any abused animal may come to be healed and taken care of. Animals will be placed for adoption if they are adoptable and if not will live out their life here. Animals will include any domestic animals including but not limited to dogs and cats, farm animals including but not limited to cows, horses, sheep, pigs goats, and wild animals including but not limited to deer, etc. Their care will include medical as well as feeding and training. At the Sanctuary all animals will receive the best of care and medical treatment so that if possible they can be placed into homes where they can have a good life. This will be a NO KILL shelter but instead a place where animals can live out their lives without fear of being beaten or abused.

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal 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.

No part of the net earnings of the organization shall 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 furtherance of the purpose set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or 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.

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H040000675353**ARTICLE IV INITIAL REGISTERED AGENT & STREET ADDRESS**

The name and address of the initial registered agent is: Palena Dorsey, 210 N. Palomino Street
Clewiston, Florida, 33440. Located in the County of Hendry

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Business
Filings Incorporated, Mark Schiff, 8025 Excelsior Dr., Suite 200, Madison, WI 53717

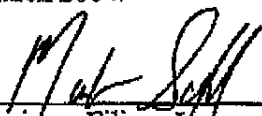
ARTICLE VI DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt
purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or
corresponding section of any future Federal tax code, or shall be distributed to the Federal, state,
or local government for a public purpose. Any such assets not so disposed of shall be disposed
of by a court of competent jurisdiction of the county in which the principal office of the
organization is then located, exclusively for such purposes.

ARTICLE VII MANNER OF ELECTING DIRECTORS

The method of election of directors is as stated in the bylaws.

The undersigned incorporator has executed these Articles of Incorporation this 17th day of
March 2004.


Business Filings Incorporated
Mark Schiff, AVP

The document was prepared by:
Mark Schiff, 8025 Excelsior Dr., Suite 200, Madison, WI 53717. (608) 827-5300.

Having been named as registered agent and to accept service of process for the above stated
corporation at the place designated in this certificate, I hereby accept the appointment as
registered agent and agree to act in this capacity. I further agree to comply with the provisions of
all statutes relating to the proper and complete performance of my duties, and I am familiar with
and accept the obligations of my position as registered agent.

Signature:


Palena Dorsey

Sanctuary Animal Refuge, Inc.

Date: March 17, 2004

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