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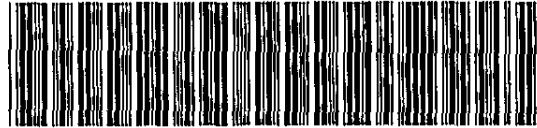
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7/15/04

Carla Serenko, President  
Heartstrings Animal Coalition, Inc.  
19751 Beaulieu Ct.  
Ft. Myers, FL 33908  
239-267-1311 (home)  
239-777-5089 (cell)

June 30, 2004

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

Dear Sir or Madam,

Please find the enclosed documentation regarding Heartstrings Animal Coalition, Inc. I've enclosed the Transmittal Letter, the Articles of Incorporation form provided online which includes the signature of our Registered Agent, a check for \$87.50, the original Articles of Incorporation, and two additional copies since we are requesting a Certified Copy and Certificate back from the State.

We look forward to beginning our programs and we hope that our name will be approved for use as well. Please don't hesitate to contact me should you have further input or questions.

Many thanks!

Cordially,

Carla Serenko, President

Carla Serenko, President  
Heartstrings Animal Coalition

Enc.

**ARTICLES OF INCORPORATION  
OF  
HEARTSTRINGS ANIMAL SOCIETY, INC.**

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The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation pursuant to Chapter 617, Florida Statutes, under the Non-Profit Corporation Law of the State of Florida, do hereby certify:

**ARTICLE I  
NAME**

The name of the corporation shall be Heartstrings Animal Coalition, Inc.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and the mailing address of this corporation shall be:  
Lee County, Florida

P. O. Box 1430  
Estero, FL 33928

**ARTICLE III  
PURPOSES**

Said corporation is organized exclusively for charitable and educational 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.

The specific purposes of the corporation are:

- to establish a charitable, not-for-profit corporation to prevent cruelty to animals;
- to establish and maintain a coalition of like-minded animal welfare organizations in order to achieve a goal of eliminating overpopulation and ending euthanasia of healthy animals in local shelters;
- to have such coalition act as a liaison between member organizations in order to facilitate programs to end euthanasia, increase adoptions, and provide educational material to the general public;
- to become part of the No More Homeless Pets campaign, as long as the campaign exists;

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-to support, complete, design, and/or implement programs, on behalf of coalition and/or its members, to end euthanasia, increase adoptions, and help people to keep their pets;

-to adopt, and require all members of this coalition to adopt, a "no trash, no bash" policy so that the coalition and its members treat each other and members of the general public with dignity and respect;

-to embrace a "no-kill" philosophy that supports ending the euthanasia of animals for lack of space in shelters and applies the broadest definition of "adoptable" to include healthy animals, animals in need of medical attention, and special-needs animals;

-to run our programs and locations as places of love, peace, support, and healing for people and animals alike; and

-to ALWAYS ask the question "What is best for the animal(s)?" for each program developed and each animal helped, recognizing that what is best for the animal(s) may not always be the cheapest or most expedient course of action.

#### **ARTICLE IV MANNER OF ELECTION**

The initial Board of Directors, and any subsequent directors, hereinafter referred to as "the Board", come together voluntarily, espousing the "no-kill" philosophy outlined above. The initial Board, and any subsequent Boards, shall appoint additional directors or replacement directors. The Board shall be the only voting body of the corporation.

There shall be a minimum of 3 directors but no more than 9 directors unless the existing Board unanimously creates additional positions. Terms of the directors' tenure shall be 5 years and may be consecutive. Any directors who resign are asked to provide 30 days notice to the remaining directors.

One position on the Board may be, but does not have to be, filled by a veterinarian. At no time may more than one position on the Board be filled by a veterinarian. Should a veterinarian hold this position, s/he must espouse the "no-kill" philosophy as outlined above, as well as each of the specific purposes of this corporation and its bylaws.

To avoid potential conflict of interest problems, directors of this coalition may not be involved in professions, positions, or hobbies including, but not limited to: enforcing and directing animal control functions; selling animals for profit; hunting; breeding; staffing veterinary hospitals/clinics; and factory-farming. No such restrictions shall apply to members of this coalition.

**ARTICLE V  
INITIAL DIRECTORS/OFFICERS**

The names and addresses of the persons who are the initial directors of this corporation are:

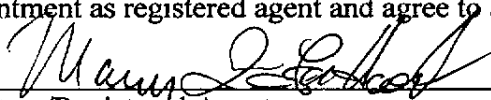
- 1). Carla Serenko, President, 19751 Beaulieu Ct., Ft. Myers, FL 33908
- 2). Ronnye Randall, Vice-President/Treasurer, 589 Tripoli Ct., Marco Island, FL 34145
- 3). Tammy Morris, Secretary, 864 Magnolia, Marco Island, FL 34145

Officers shall receive the titles of President, Vice-President, Secretary, and Treasurer.

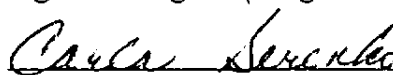
**ARTICLE VI  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

Marcy LaHart  
711 Talladega St.  
West Palm Beach, FL 33405

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Signature/Registered Agent

6/21/04  
Date

  
Signature/Incorporator

6/15/04  
Date

**ARTICLE VII  
INCORPORATOR**

The names and addresses of the incorporators are:

- 1). Carla Serenko, 19751 Beaulieu Ct., Ft. Myers, FL 33908
- 2). Ronnye Randall, 589 Tripoli Ct., Marco Island, FL 34145
- 3). Tammy Morris, 864 Magnolia, Marco Island, FL 34145

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**ARTICLE VIII  
LIMITATION OF CORPORATE POWERS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, members if any, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions of furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall include the intervention, including publishing or distributing any statements, in any political campaign on behalf of or in opposition to any candidate for public office. Further, this corporation shall not attempt to influence legislation for the financial gain of the corporation or its directors.

**ARTICLE IX  
DISSOLUTION OF CORPORATION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 X  
HOW TO BECOME MEMBERS**

Any person, persons, or group may become members by donating to the coalition via mail, to the address listed in Article II, or via online donation, if such service becomes available. Members shall not be considered a voting body.

**ARTICLE XI  
MEETINGS**

Directors' meetings shall occur via e-mail, telephone, website, oral, written correspondence, and/or meeting in person. Such meetings shall occur as often as necessary to direct the business of the corporation and will take place at least one time per calendar year.

**ARTICLE XII  
SEAL**

The signature of the President of the Board of Directors may be considered the seal of the corporation. The Board of Directors may provide a corporate seal, which shall be an impression seal containing the name and date of incorporation of the corporation.

In witness whereof, we have hereunto subscribed our names this 15<sup>th</sup> day of  
June, 2004.

Signature of Incorporators:

Carla Serenko, Carla Serenko

Ronny Randall, Ronnye Randall

Tammy Morris, Tammy Morris