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Restated Art.

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Angels Have Whiskers, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



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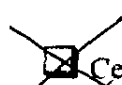
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Will wait



Photocopy



Certified Copy



Certificate of Status

NEW FILINGS



Profit



Not for Profit



Limited Liability



Domestication



Other

AMENDMENTS



Amendment



Resignation of R.A., Officer/Director



Change of Registered Agent



Dissolution/Withdrawal



Merger

OTHER FILINGS



Annual Report



Fictitious Name

REGISTRATION/QUALIFICATION



Foreign



Limited Partnership



Reinstatement



Trademark



Other

Examiner's Initials

**Articles of Restatement
Of
ANGELS HAVE WHISKERS, INC.
A Florida Not for Profit Corporation**

Document Number: N04000009579

Pursuant to the provisions of section 617.1006 and 617.1007, Florida Statutes, this Florida Not For Profit Corporation hereby adopts and restates its Articles of Incorporation as follows:

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05 SEP 16 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

Articles of Incorporation
In Compliance with Chapter 617, F.S. (Not for Profit)
For
ANGELS HAVE WHISKERS, INC.

**ARTICLE I
NAME**

The name of this Corporation shall be ANGELS HAVE WHISKERS, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The physical address of the principal office of the Corporation shall be 1142 Buckles Road, Pierson, FL 32180. The mailing address of the principal office of the Corporation shall be 1142 Buckles Road, Pierson, FL 32180.

**ARTICLE III
PURPOSE AND POWERS**

The primary purpose for which this Corporation is formed is to provide a sanctuary to abused, injured, lost or homeless animals.

The corporation is organized exclusively for charitable, religious, 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.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 in furtherance of the purposes set forth in Article III hereof.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or adequately providing for all the debts, obligations, and liabilities of the Corporation, distribute the remaining assets of the Corporation exclusively for the nonprofit religious purposes to such organization or organizations which are tax exempt under section 501(C)(3) of the Code, as amended, as the Board of Directors in its sole discretion shall determine.

The extent of personal liability, if any, for directors, officers, or members for corporate obligations and the methods of enforcement and collection, are as follows: NONE. Further, the Directors and officers shall be exempt from liability and/or indemnified from costs and judgments to the full extent permitted by Florida law. In the event the Florida law is subsequently amended to authorize the further elimination or limitation of the liability of Directors or Officers of nonprofit corporations, then the liability of Directors and Officers of the corporation in addition to the limitation on person liability provided under this Article, shall be limited to the fullest extent permitted by such later amended Florida Law.

ARTICLE IV **MANNER OF ELECTION**

Directors shall be elected as set forth in the Corporation's Bylaws.

ARTICLE V **INITIAL BOARD OF DIRECTORS**

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The name and street addresses of the initial directors if this Corporation are:

Cherie Stockholm
1142 Buckles Road
Pierson, FL 32180

Mark Rubin
3693 Walden Pond drive
Sarasota, FL 34240

Cindy Waskiewicz-Pelella
6 River Rock Trail
Ormond Beach, FL 32174

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name and address of the registered agent shall be as follows:

Cherie Stockholm
1142 Buckles Road
Pierson, FL 32180

ARTICLE VII
INCORPORATOR

The name and street address of the person signing these articles of incorporation is:

Cherie Stockholm
1142 Buckles Road
Pierson, FL 32180

ARTICLE VIII
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be be vested in the Board of Directors.

ARTICLE IX
INDEMNIFICATION

This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

ARTICLE X
AMENDMENT

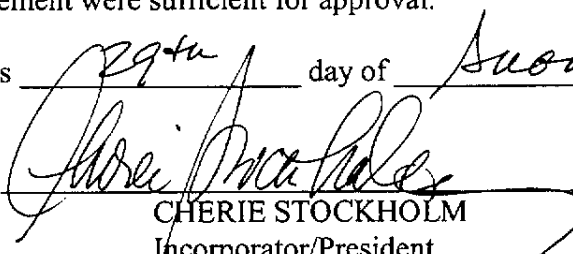
This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

ARTICLE XI
HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect and the interpretation of the various articles shall not be influenced by any of said headings or captions.

2. The date of adoption of this Restatement was: Sept 29, 2005 and the effective date of this Restatement is Sept 29, 2005. This Restatement shall supersede the original Articles of Incorporation and all amendments thereto.
3. This Restatement was adopted by the members and the number of votes cast for this Restatement were sufficient for approval.

Signed this 29th day of August, 2005.

Signature: 
CHERIE STOCKHOLM
Incorporator/President