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Carlton & Carlton P.A.

ATTORNEYS AT LAW

CHARLES L. CARLTON
GERALDYNE H. CARLTON
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2310 LAKELAND HILLS BOULEVARD
LAKELAND, FLORIDA 33805
PHONE: (863) 688-5700
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EMAIL: carltonattys@aol.com

November 2, 2004

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

RE: Mid Florida Retriever Rescue, Inc.

Dear Sir or Madam:

Enclosed please find the following:

- Articles of Incorporation (original and one copy)
- Filing fee in the amount of \$78.75

Please return one certified copy of the Article of Incorporation to the address listed above.

Thank you for your attention to this matter.

Sincerely,

Sheryl D. Snodgrass

for

Charles L. Carlton

CLC/cfw

Enclosures
CC-7737-2

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MID FLORIDA RETRIEVER RESCUE, INC.
A Corporation not for Profit

ARTICLE I - NAME

The name of this corporation is: Mid Florida Retriever Rescue, Inc.

ARTICLE II - STREET ADDRESS

The street address for this initial principal office and the mailing address for the corporation is:

652 Hunters Run Boulevard
Lakeland, FL 33809

ARTICLE III - PURPOSE

This corporation is organized for the purpose of rescuing, housing, treating and placing abandoned, abused or neglected domestic animals.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The board of directors shall be elected in the manner set forth in the bylaws of the corporation

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of this corporation is:

Charles L. Carlton
2310 Lakeland Hills Boulevard
Lakeland, Florida 33805.

ARTICLE VI - INITIAL INCORPORATORS

Diane O'Malley
652 Hunters Run Boulevard
Lakeland, FL 33809
and

Charles O'Malley
652 Hunters Run Boulevard
Lakeland, FL 33809

ARTICLE VII - INITIAL DIRECTORS

Diane O'Malley
652 Hunters Run Boulevard
Lakeland, FL 33809

and

Charles O'Malley
652 Hunters Run Boulevard
Lakeland, FL 33809

ARTICLE VIII - INTERNAL AFFAIRS

The internal affairs of the corporation shall be conducted consistent with Florida law.

No part of the net earnings of the corporation shall insure to the benefit of any private individual. No substantial part of its activities will be carrying out propaganda or otherwise attempting to influence legislation. The corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Upon dissolution, all assets of the corporation will be distributed to organizations exempt under Internal Revenue Code section 501(c)(3). Notwithstanding any other provision of these articles this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IX - TERMINATION OF MEMBERSHIP

Termination of membership in the corporation may occur due to death, resignation or a majority vote of the shareholders.

ARTICLE X - RIGHTS OF REMAINING MEMBERS

The rights, upon termination of membership of the corporation of the remaining members shall be all those rights of governance of the corporation. The terminated members shall have no rights in the corporation.

ARTICLE XI - MEMBERSHIP TRANSFER

Members of the corporation may transfer their membership, subject to

approval of shareholders of 50% of the corporation.

ARTICLE XII - DISSOLUTION

Should there be any assets in the corporation upon dissolution, upon dissolution final liquidation or partial liquidation, those assets shall go only to entities exempt from Federal taxes pursuant to section 501(c)(3) Internal Revenue Code.

ARTICLE XIII - STOCK

The corporation shall have one class of stock.

ARTICLE XIV - INITIAL MEMBERS

The initial members of the corporation are:

Diane O'Malley, President
652 Hunters Run Boulevard
Lakeland, FL 33809
and

Charles O'Malley, Secretary/Treasurer
652 Hunters Run Boulevard
Lakeland, FL 33809

ARTICLE XV

The corporation shall be independent, not subject to the head of any national organization.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of November, 2004.

Charles L. Taylor
WITNESS

St. Carol Taylor
WITNESS

Diane O'Malley
DIANE O'MALLEY

Charles R. O'Malley
CHARLES O'MALLEY

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this 2 day of November, 2004, by Diane O'Malley and Charles O'Malley, who are personally known to me or who have produced _____ as identification.



G Carol Taylor
My Commission DD107005
Expires December 3, 2004

G Carol Taylor
Notary Public

G CAROL TAYLOR
Notary name typed or printed

Commission No. DD107005

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Charles L. Carlton

CHARLES L. CARLTON
REGISTERED AGENT

DATE: Nov. 2, 2004

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 2nd day of November, 2004, by Charles L. Carlton, who is personally known to me.

G Carol Taylor
Notary Public

G CAROL TAYLOR
Notary name typed or printed

Commission No. DD107005



G Carol Taylor
My Commission DD107005
Expires December 3, 2004

This document prepared by:

Charles L. Carlton
2310 Lakeland Hills Blvd.
Lakeland, FL 33805
(863) 688-5700