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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

FLORIDA ANIMAL FRIEND, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA ANIMAL FRIEND, INC.
(A Florida Not-For-Profit Corporation)**

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TALLAHASSEE, FLORIDA

The undersigned Florida Not-For-Profit corporation hereby adopts the following Amended and Restated Articles of Incorporation which were adopted by the Board of Directors and do not contain any amendments requiring member approval:

**ARTICLE I.
Name**

The name of this corporation shall be **FLORIDA ANIMAL FRIEND, INC.** (hereinafter called the "Corporation").

**ARTICLE II.
Principal Office and Mailing Address**

The address of the principal office and the mailing address of the Corporation is 4420 SW 67th Terrace, Davie, Florida 33314.

**ARTICLE III.
Purpose**

This Corporation is a not-for-profit corporation, organized exclusively for educational and charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including the receipt and disbursement of fees collected by the State of Florida from the sale of Florida Animal Friend license plates and from other sources for the advancement and support of spay and neuter programs to be provided by government agencies and organizations exempt from tax under Section 501(c)(3) of the Code and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which a not-for-profit corporation may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Code.

**ARTICLE IV.
Membership**

The Corporation shall not have members.

**ARTICLE V.
Registered Office; Registered Agent**

The street address of the Corporation's registered office in the State of Florida is 1624 Metropolitan Circle, Suite B, Tallahassee, Florida 32308, and the name of its registered agent at such office is Laura Bevan.

**ARTICLE VI.
Board of Directors**

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased by the Corporation from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three (3). The manner of election of directors shall be regulated by the Bylaws.

The names and addresses of the persons who are currently serving as the directors of the Corporation until the next annual meeting of the Board of Directors or until their successors are duly elected and qualified are as follows:

- Alan C. Davis
Broward County Animal Care and Regulation Division
1870 SW 39th Street
Fort Lauderdale, Florida 33315
- Dr. Larry Dee
Hollywood Animal Hospital
2864 Hollywood Boulevard
Hollywood, Florida 33020
- Laura Bevan
HSUS-SERO
1624 Metropolitan Circle, Suite B
Tallahassee, Florida 32308

**ARTICLE VII.
Dissolution**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed for spay and neuter programs in the State of Florida to one or more not-for-profit funds, foundations, or corporations which are organized and operated exclusively for charitable

purposes and which have established their tax-exempt status under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Revenue Law).

ARTICLE VIII.
Limitations

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code, and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on this 19th day of September, 2005.

FLORIDA ANIMAL FRIEND, INC.

By: _____

President

Alan Davis