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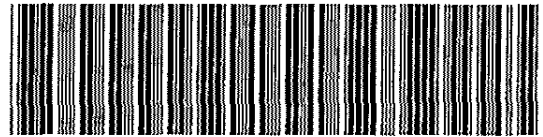
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## TRANSMITTAL LETTER

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

**SUBJECT:** Humane Society of Manatee County Charitable Foundation, Inc  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Richard A. Heysek  
Name (Printed or typed)

8785 Ashworth Drive  
Address

Tampa, Florida 33647  
City, State & Zip

813-929-4799  
Daytime Telephone number

**NOTE:** Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION  
OF THE HUMANE SOCIETY OF MANATEE COUNTY  
CHARITABLE FOUNDATION, INC.**

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

**ARTICLE I**

**Name, Principal Place of Business, and Mailing Address**

The name of the Corporation is: The Humane Society of Manatee County Charitable Foundation, Inc. The principal place of business and mailing address is 2515 14<sup>th</sup> Street W. Bradenton, Florida 34205.

**ARTICLE II**

**Term of Existence**

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the Office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

**ARTICLE III**

**Purpose**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(C) (III) of the Internal Revenue Service Code of 1986 (the "Code") or corresponding provisions in effect. In furtherance of such purposes, the Corporation may (I) support the operational and capital needs of the Humane Society of Manatee County ("the Humane Society") and (II) provide support to other needs of the Humane Society as requested by the Board of Directors of the Humane Society provided such requests fall within the charitable mission of the Humane Society.

The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of any private shareholder or individual, no substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of its opposition to any candidate for public office.

The Corporation shall have all powers now or hereafter granted by law, and its addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

## **ARTICLE IV**

### **Members**

The sole members shall be individuals who are serving, at any relevant time, as the members of the Board of Directors of the Corporation.

## **ARTICLE V**

### **Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 2515 14<sup>th</sup> Street W. Bradenton, Florida 34205 and the name of its initial registered agent at such address is L.S. Brandana.

## **ARTICLE VI**

### **Directors**

The Corporation shall have a minimum of three (3) directors. The number of Directors may be increased or decreased from time to time and their election and appointment shall be as specified in the Bylaws of the Corporation, provided that the Corporation shall always have at least three Directors. The name and address of each initial Director who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
L.S. Brandana	1112 50 <sup>th</sup> Ave., Plaza W., Bradenton, FL 34207
Leah Secondo	5171 55 <sup>th</sup> St. Circle W., Bradenton, FL 34207
Richard Heysek	8785 Ashworth Drive, Tampa, FL 33647

## **ARTICLE VII**

### **Incorporator**

The name and address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Richard Heysek	8785 Ashworth Drive, Tampa, FL 33647

## **ARTICLE VIII**

### **Bylaws**

The powers to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors of the Corporation. All changes to Bylaws must be approved by the Board of Directors of the Humane Society.

## **ARTICLE IX**

### **Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

## **ARTICLE X**

### **Board of Directors**

The Board of Directors shall not engage, participate, or intervene in any activity or transaction which would result in the loss by the Corporation of its status as an exempt organization under Section 501 (C) (III) of the Code, or corresponding provision hereafter in effect; and the use, directly or indirectly, of any part of the Corporation's assets in any such activity or transaction is hereby expressly prohibited.

## **ARTICLE XI**

### **Indemnification**


The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a Director or Officer of the Corporation.

## **ARTICLE XII**

### **Dissolution**

Upon dissolution of the Corporation, the residual assets of the Corporation will be distributed to the Humane Society provided it is an exempt as organization as described in Sections 501 (C) (III) and 170 (C) (II) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to other organizations that are devoted to animal welfare.

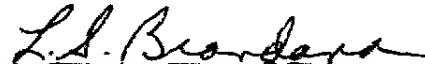
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23<sup>rd</sup> day of February 2005.

  
Richard Heysek

### ACCEPTANCE BY REGISTERED AGENT

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

Dated this 2<sup>ND</sup> day of MARCH 2005.

  
L.S. Brandana

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