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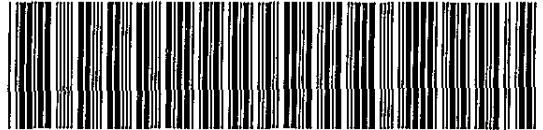
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N. Culligan MAR 31 2005

Sally J. McKee
825 ½ Bayshore Blvd.
Tampa, FL 33606

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

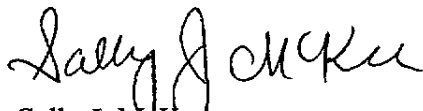
March 21, 2005

Subject: Proposed Corporate Name: Westie Rescue of Florida, Inc.

Gentleman:

Enclosed please find an original and two (2) copies of the Articles of Incorporation and a check for \$87.50 for the filing fee, certified copy and certificate of the above-referenced corporation.

Please do not hesitate to contact me if you have any questions.



Sally J. McKee
825 ½ Bayshore Blvd.
Tampa, FL 33606
(813) 251-8013

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ARTICLES OF INCORPORATION

Westie Rescue of Florida, Inc.

In Compliance with Chapter 617, F.S. (Not for Profit)

Article One: Name

The name of the corporation shall be Westie Rescue of Florida, Inc.

Article Two: Principal Office

The principal place of business and mailing address of this corporation shall be:

2321 SW 35th Avenue
Ft. Lauderdale, FL 33312

Article Three: Purpose

The purpose for which the corporation is organized is for the prevention of cruelty to animals and is exclusively for charitable purposes under section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. The organization shall conduct rescue activities for West Highland White terriers within the state of Florida to promote the safety and well-being of such animals and to prevent cruelty to such animals by placing abandoned and rescued dogs into appropriate foster and permanent homes.

No portion of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, 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 this Article Three.

No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication 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 other activities, not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by

a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article Four: Manner of Election of Directors

The manner in which the directors are elected is as follows: Each director shall serve for a period one year. Election of directors shall be in accordance with the provisions of the By-Laws.

Article V: Initial Directors and Officers

The initial directors and officers of the corporation shall be:

1. President, Treasurer and Director: Bonnie West
2321 SW 35th Avenue
Ft. Lauderdale, FL 33312
2. Vice President and Director: Mary Odell
2321 SW 35th Avenue
Ft. Lauderdale, FL 33312
3. Secretary and Director: Catherine Trutch
3916 W. Santiago Street
Tampa, FL 33629

Article VI: Initial Registered Agent and Street Address

The name and address of the Initial Registered Agent is:

Sally J. McKee
825 ½ Bayshore Blvd.
Tampa, FL 33606

Article VII: Incorporator

The name and address of the Incorporator is:

Sally J. McKee
825 ½ Bayshore Blvd.
Tampa, FL 33606

Disposition of Assets upon Dissolution

Upon dissolution of this 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 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. Any such assets not so disposed of shall be disposed by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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.

Sally J. McKee
Sally J. McKee, Initial Registered Agent

3/21/05
Date

Sally J. McKee
Sally J. McKee, Incorporator

3/21/05
Date

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