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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hamilton SEP 06 2005

MARTIN & MARTIN TAX & ACCOUNTING, INC.

Your Full Service Accounting Firm

IRS-PTIN# P00040215

*Steffani T. Martin,
Managing Principal, Member N.S.A.*

Accounting - Tax Planning & Preparation - Incorporations - Computer Support - Business Startup

1704 17th Lane Lake Worth, Fl. 33463

Phone & Fax (561)966-8735

August 30, 2005

Mailed Certified, Return Receipt Requested

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

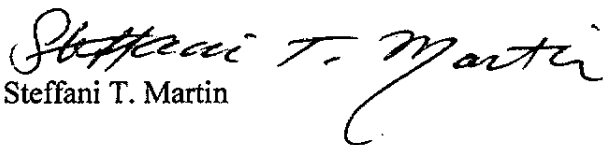
Re: Animal Rescue Force of South Florida, Inc.

Dear Sir or Madame,

Please find, in duplicate, original executed Articles of Incorporation of the above named corporation with statement designating Registered Agent and Registered Office. Also enclosed is a check in the amount of \$ 78.75 payable to the Florida Department of State to cover the filing fees for the above referenced business including the certified copy.

Please file the enclosed documents immediately and return the certified copy using the enclosed pre-addressed, pre-stamped envelope. In the event you have any questions or need any additional information to complete the filing, please contact me immediately. Thank you.

Sincerely,


Steffani T. Martin

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ARTICLES OF INCORPORATION
of
ANIMAL RESCUE FORCE OF SOUTH FLORIDA, INC.

THE UNDERSIGNED, acting as incorporator of a corporation under Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be:
ANIMAL RESCUE FORCE OF SOUTH FLORIDA, INC. (hereinafter the "Corporation ")

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be as follows:
7651 Ace Road South, Lake Worth, Fl. 33467

ARTICLE III - CORPORATE DURATION

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE IV - PURPOSES AND POWERS

Section 1. Purposes. This Corporation is organized exclusively for charitable, religious, literary, scientific, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986 as amended (the "Code"). The specific purposes for which the Corporation is organized are:

- A. Find good homes for pets from local county facilities, shelters and humane societies, which would otherwise be euthanized, using but not limited to the following methods: a mobile pet adoption unit, pet supply stores, adoptions out of pet harbor families (foster care), and placement from a family who can no longer keep their pet.
- B. To establish a harboring and foster care program.

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C. To establish a medical care program as approved by the board of directors. To provide a spay/neuter program to help eliminate the pet over-population problem, vaccinate, test for disease, treat illness and injury as appropriate and needed, within the limits of the approved budget.

D. To establish a humane education program to inform the public as to the care of animals and their responsibilities to adhere to their county and state laws; to provide humane education to school children including, but not limited to, speeches, exhibits, and videos at schools to teach proper care and handling of animals in the hope that they will grow up to be humane human beings.

E. To engage in fund raising activities to raise funds for current and future operation of the organization in order to accomplish the above goals.

Section 2. Powers This Corporation may exercise all powers granted to a not for profit corporation under the laws of the State of Florida, but within the restrictions of IRS Code Section 501(c)(3).

ARTICLE V - PROHIBITED ACTIVITIES

Notwithstanding any other provisions of these Articles of Incorporation or the Bylaws of this Corporation, the Corporation shall be restricted as follows:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any director, officer or other associate or representative of the Corporation or any private individual. No director, officer or private individual shall be entitled to share the distribution of the Corporation's assets upon dissolution of the Corporation;

(b) This Corporation shall not carry on any other activities not permitted to be undertaken by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) a corporation to which contributions are deductible under Section 170(c)(2) of the Code;

(c) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(h) of the Code. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(d) The 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; and

(e) The Corporation shall not be operated for profit.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have not less than three (3) nor more than fifteen (15) directors, the time and manner of electing or appointing them shall be determined as set forth in the By-laws. The number of directors may be either increased or decreased from time to time, but shall never be less than three (3). The following shall serve until their successors are elected or appointed:

Peter Torres	Donald Wulff
Kristin Larson	Edgar Colon
Jo Anne Garretson	Deon Jones
Robert Kussner	Steffani T. Martin

ARTICLE VII - OFFICERS

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Recording Secretary, a Corresponding Secretary, and a Treasurer. The names of the persons who are to serve as the officers of the Corporation until their successors are elected or appointed and have qualified are:

President:	Peter Torres
Vice President:	Donald Wulff
Recording Secretary:	Kristin Larson
Corresponding Secretary:	Edgar Colon
Treasurer:	Jo Anne Garretson

ARTICLE VIII - INDEMNIFICATION

The corporation may indemnify any director, officer, employee, or agent of the Corporation as outlined and set forth in the By-Laws.

ARTICLE IX - AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or repeal, by-laws shall be vested in the board of Directors, and the new By-laws may be adopted by following the procedure set forth in the By-laws.

ARTICLE X - AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended from time to time by a resolution adopted by two-thirds (2/3) of the directors present at any meeting of the Board of Directors.

ARTICLE XI - DISSOLUTION

In the event of dissolution of the Corporation, any remaining funds or assets of the Corporation will be distributed to one or more charitable organizations of the type described in Section 501(c)(3) of the Internal Revenue Code, designated by the board of directors at the time of dissolution.

ARTICLE XII - INITIAL REGISTERED AGENT

The name and address of the initial registered agent and office is:

Steffani T. Martin
1704 17th Lane
Lake Worth, Fl. 33463

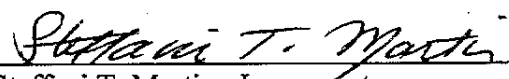
ARTICLE XIII - INCORPORATOR

The name and address of the incorporator is as follows:

Steffani T. Martin
1704 17th Lane
Lake Worth, Fl. 33463

IN WITNESS THEREOF, the undersigned, as subscribing incorporator, has hereunto executed these Articles for the purpose of forming this non-profit Corporation under the laws of the State of Florida, and hereby makes and files in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

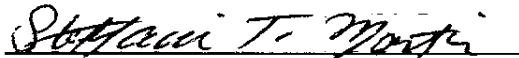
Dated: August 30, 2005


Steffani T. Martin, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above stated Corporation at the registered office designated in the Articles, I hereby accept such designation and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: August 30, 2005

A handwritten signature in cursive script, reading "Steffani T. Martin", is written over a horizontal line.

Steffani T. Martin, Registered Agent

1704 17th Lane

Lake Worth, Fl. 33463

(561) 966-8735