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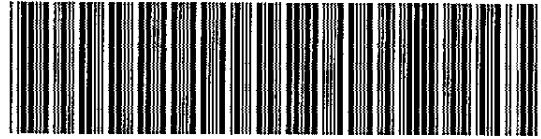
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2006 MAR -6 PM 2:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton MAR 07 2006

COVER LETTER

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

Subject: Brooke's Legacy Animal Rescue, Inc.

Enclosed is an original and one copy of the Articles of Incorporation, and a check in the amount of \$78.75, representing the filing fee and certificate of status.

From: Mimi S. Wolok, Esq.
 1112 Trail Terrace Drive
 Naples, FL 34103-2306
 239/403-9992

Articles of Incorporation

Brooke's Legacy Animal Rescue, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be BROOKE'S LEGACY ANIMAL RESCUE, INC. The principal office and mailing address shall be located at 979 1st Avenue North, Naples, in Collier County, Florida 34102.

ARTICLE II

The purpose of this corporation shall be as follows:

To promote the rescue of domestic animals in Florida needing shelter and care.

ARTICLE III

The Board of Directors shall consist of not fewer than three (3) persons, the exact number to be determined from time to time in accordance with the By-laws, said By-laws to be adopted by the Directors within six (6) months of approval of these Articles. The initial Directors shall be as follows:

Mary Bechtol
979 1st Ave. N.
Naples, FL 34102

~~Germaine Eurich~~
~~1755 41st Terr. SW~~
~~Naples, FL 34116~~

Janice Yasko
50 Chestnut ST
Edison, N. J.
08817

Serena Kedder
2541 6th Ave. SE
Naples, FL 34117

ARTICLE IV

The initial incorporator shall be Mary Bechtol, 979 1st Ave. N., Naples, FL 34102.

ARTICLE V

This corporation shall have all the powers and authority granted to it under Chapter 617, *Florida Statutes*.

ARTICLE VI

The registered agent for this corporation shall be Scott Bechtol, 440 19th St. SW, Naples, FL 34117.

ARTICLE VII

In the event of dissolution, the residual assets of the corporation shall be transferred to one or more organizations which themselves are exempt as organizations under § 501(c)3 of the Internal Revenue Code or corresponding section(s) of any prior or future Internal Revenue Code. Further, it is the desire of the corporation that such assets be distributed to those organizations which have substantially similar purposes as those of Brooke's Legacy Animal Rescue, Inc.

ARTICLE VIII


Brooke's Legacy Animal Rescue, Inc. is organized exclusively for charitable, educational and/or scientific purposes under § 501c3 of the Internal Revenue Code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, Brooke's Legacy Animal Rescue, Inc. shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under § 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or by an organization, contributions to which are deductible under § 170c2 of the Internal Revenue Code, or corresponding section of any future federal tax code.


Mary Bechtol, Incorporator

2/15/06
Date

Having been named as registered agent to accept service of process for the above state 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.



Scott Bechtol
Registered Agent

... 2/15/06

Date