

NO7000001716

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Animal Shelter Foundation
(Business Entity Name) Inc

(Document Number)

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4/19/07

**CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
ANIMAL SHELTER FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

The following amendments of the Articles of Incorporation were adopted by the Board of Directors of the Corporation at a meeting held on March 6, 2007.

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ARTICLE VIII. LIMITATIONS ON CORPORATE POWERS

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 the Article. All of the net earnings and assets of the Corporation shall be expended for the purposes stated in Section 501(c)(3) of the Code.
- (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
- (c) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future United States Internal Revenue Law, or (iii) by a corporation organized under the Florida Not For Profit Corporation Act.

ARTICLE IX. DISSOLUTION

In the event that the Corporation shall be dissolved or liquidated, the Board of Directors, after paying or making provision for payment of all of the known liabilities of the Corporation, may transfer or dispose of the Corporation's property and assets to (a) such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and, in the sole judgment of the Corporation's Board of Directors, have purposes similar to those of the Corporation or (b) the federal government, or to a state or local government for such purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes, or to the federal government or to a state

organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution or sale of the assets of the Corporation.

ARTICLE X. INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

Approved March 6, 2007

ANIMAL SHELTER FOUNDATION, INC.
a Florida not-for-profit corporation

By: 
John Calhoun
President and Director