

NO 7000003818

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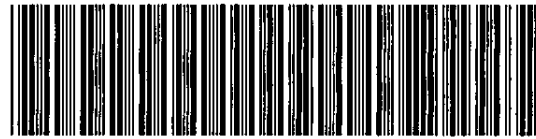
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Special Instructions to Filing Officer:

Diana Fletcher GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Article IV*
DATE *4/16/07*
DOC. EXAM *MRD*

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04/16/07--01025--023 **70.00

FILED
07 APR 16 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRD
4/16

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

SUBJECT: Florida Cat & Canine Orphans Inc.

Enclosed is an original and one(1) copy of the Article of Incorporation and a check for \$70.00 (\$35 Filing Fee and \$35 Designation of Registered Agent) for Florida Cat & Canine Orphans Inc.

FROM *Diana J Fletcher*
Signature of Incorporator/Registered Agent

Diana J Fletcher

Name (Printed or typed)

18542 2nd Ave

Orlando, Fl 32820

Address

407-415-4845

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I Name

The name of the corporation shall be: Florida Cat & Canine Orphans, Inc.

ARTICLE II PRINCIPAL OFFICE

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

18542 2nd Ave.

Orlando, Fl 32820

ARTICLE III Purpose

The purpose for which this corporation is organized is:

1. To place homeless, or unwanted, animals into an organized adoption program. These animals are to be held in clean, safe foster homes or Florida Cat & Canine Orphans, Inc.
2. To purchase property for dedicated no-kill shelters. These facilities shall house, in addition to gentle strays, the domestic companions of Florida's Senior citizens who pass away or are relinquished because the individual is entering an assisted living facility that does not allow pets.
3. Establish and implement a Therapy Animal Program, the purpose being to visit homebound and institutionalized elderly and handicapped. companion animals of Florida's senior and handicapped citizens.
4. Help to make possible for our seniors and handicapped to have an in-home Companion animal by providing financial assistance for pet deposits.
5. Rescue transport and rehabilitate wildlife to be released in accordance with Florida Fish and Wildlife rules and regulations.
6. The organization is organized exclusively for charitable, religious, educational and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.
7. Help support other rescue organizations with financial aid and volunteers when possible.
8. Provide assistance to Orange County Animal Services and Enforcement with ESF 17 Plan for Disaster Evacuation.
9. Promote through education, legislation and community outreach programs, a better quality of life for all animals.
10. Provide financial assistance for the sterilization and vaccination of the companion animals of Florida's senior and handicapped citizens.

11. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 502(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

12. 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 (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, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

13. Upon the dissolution of the organization, 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 purpose.

ARTICLE IV MANNER OF ELECTION

Directors will be appointed the founder.

ARTICLE V NUMBER OF DIRECTORS/OFFICERS

The number of directors/officers constituting the board of directors of the Corporation is THREE(3) and shall be governed according to the Bylaws.

ARTICLE VI INITIAL DIRECTORS/OFFICERS

The name(s), address(es)

Diana J. Fletcher
18542 2nd Ave
Orlando, Fl 32820

Lora Kirkpatrick
2190 Poinsetta Drive
Longwood, Fl 32779

Michael Fletcher
2190 Poinsetta Drive
Longwood, Fl 32779

ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Diana J. Fletcher
18542 2nd Ave
Orlando, Fl 32820

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator is:

Diana J. Fletcher 18542 2nd Ave
Orlando, Fl 32820

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

Diana J. Fletcher
Diana J. Fletcher, Registered Agent

10 April 2002
Date

ARTICLE IX MANAGEMENT OF CORPORATION

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business, regulating the internal affairs of the corporation and for the conduct of the affairs of the Corporation, and for defining, limiting, and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (c) The number of directors shall be deemed in accordance with the Bylaws and to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.
- (d) The Board of Directors shall have power to make and alter By-laws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.
- e) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or the stockholders.
- (f) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contact or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest herein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporate upon such contact or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

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(g) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute and law; and all rights herein conferred are granted subject to the reservation

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Articles of Incorporation, hereby declared and certifying that this is my act and deed and the facts herein stated are true and accordingly have hereunto set my hand this 10 day of April, 2007

Diana J. Fletcher
Diana J. Fletcher, Incorporator

10 April 2007
Date