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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

B. McKnight APR 23 2007

COVER LETTER

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Kodie's SARDS Research Association, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Paul F. Flounlacker, Jr., Esq.
Name (Printed or Typed)

109 N. Palafox Street

Address

Pensacola, FL 32502

City, State & Zip

850-434-8904

Daytime Telephone number

Articles of Incorporation for Kody's SARDS Research Association , Inc.

Article of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the state of Florida and Under Section 501(c)(3) of the Internal Revenue Code, do hereby certify that:

Article I. Name

The name of the corporation shall be: Kody's SARDS Research Association, Inc.

Article II. Principal Office

The principal place of business and mailing address of this corporation is:

5852 Parsons Road
Milton, FL 32570

SECTION OF STATE
TALLAHASSEE, FLORIDA

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Article III. Exclusive Purpose

Said corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV. Mission

The mission of the association includes:

- Raising funds for research into the cause, cure and prevention of Sudden Acquired Retinal Degeneration Syndrome (SARDS) in dogs.
- Raising funds for research into affiliated problems of rods and cone degeneration in humans.
- Providing the owners of SARDS dogs with knowledge about the disease and to better inform them of possible complications as the disease progresses.
- Providing assistance to the owners of SARDS dogs in dealing with the problems and complications of the illness.
- Disseminating information and providing educating about SARDS among veterinarians and other animal care professionals so that they can better minister to their clients, both dogs and owners.

Article V. Initial Trustees/Directors/Officers

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

1. Name and Address: Emmie Lou Tucker- President
5852 Parsons Road
Milton, FL 32570
2. Name and Address: W. Ronald Tucker -Vice President
5852 Parsons Road

Milton, FL 32570

3. Name and Address: Dr. Nora Wilcox -Treasurer / Secretary
11010 Bridge Creek Road
Pensacola, FL 32506
4. Name and Address: Paul E. Miller, DVM – Director
Diplomat ACVO
Dept of Surgical Sciences
School of Veterinary Medicine
University of Wisconsin-Madison
2015 Linden Drive
Madison, Wisconsin 53706-1102
5. Name and Address: Ian Herring, DVM - Director
Dept. of Small Animal Clinical Sciences
Virginia Tech
Blacksburg, VA 24061-0442

Article VI. Tax Exemption Requirements

- A. The corporation is organized and operated exclusively for the purposes set forth in Article III herein.
- B. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
- C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

Article VII. Net Earnings Prohibitions

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article III hereof. 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- B. 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 the 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 the corresponding section of any future federal tax code.

Article VIII. Disposition of Assets Upon Dissolution

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, the 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 the 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 of 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.

Article IX. Manner of Election of Directors

The manner in which the directors are elected or appointed is as follows:

1. The Board of Directors shall consist of the Executive Committee, and all chairpersons of Standing Committees and Ad-Hoc Committees.
2. Nominations of directors are made to the Nominations Chair at the general Board of Directors meeting of the association prior to elections. At this meeting, nominations are also made from the floor.
3. Nominees must be association members and be willing to commit to attending at least 50% annually of all Foundation meetings and have neither a spouse nor relative on the Board of Directors.
4. Within 30 days of accepting the nomination the candidate must present to the nomination chair a letter stating they are willing to attend scheduled association meetings. This letter will be required each time a candidate is nominated.
5. In case of a sole nominee, he/she can be elected by acclamation.
6. The Board of Directors will declare acclamation of a sole nominee.
7. Election of officers must be by secret ballot.
8. No less than thirty (30) days prior to the last general membership meeting of the association for the calendar year, ballots will be mailed to all association members in good standing. These ballots will be numbered and sent randomly so no voting member can be identified but all ballot numbers will be recorded and numbers will be checked so no ballot is duplicated.
9. Association members can either mail their ballots or hand-carry them to the meeting. No ballots will be given out at the meeting.
10. At the meeting the Nomination Chair will present the ballots and ask for three volunteers to help sort and count the ballots.
11. All ballots will be checked to assure that the envelope has not been tampered with and all numbers will be checked for duplication. Any ballots that are questionable will not be counted.
12. All ballots will be stored for each election for a period of four years.
13. Candidate with the greatest number tally wins.

Article X. Bylaws

Subject to the limitations contained in the bylaws and any limitations set forth in the Chapter 617, F.S. concerning corporation action that must be authorized or approved by the directors of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the board of directors or by following the procedures set forth for such action in the bylaws.

Article XI. Amendments

Amendments to these articles of Incorporation may be proposed by a resolution adopted by the board of directors. Amendments may be adopted by a vote of two-thirds of a quorum of directors of the corporation.

Article XII. Limited Liability of Directors and Officers

The officers and directors shall not be individually liable for the corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of the State of Florida shall not be denied or limited by the bylaws.

Article XIII. Initial Registered Agent Names and Street Address

The name and Florida Street address of the registered agent is Paul Flounlacker, Esquire, Farrar Law Firm, 109 N. Palafox Street, Pensacola, FL 32502.

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 as agree to act in this capacity.

Paul Flounlacker
Signature of Registered Agent

4-10-07
Date

Paul Flounlacker
Printed Name of Registered Agent

Article XIV. Incorporator

The name and address of the Incorporator is Paul Flounlacker, Esquire, Farrar Law Firm, 109 N. Palafox Street, Pensacola, FL 32502.

Paul Flounlacker
Signature/Incorporator

4-10-07
Date

Paul Flounlacker
Printed Name of Incorporator

In witness whereof, we have hereunto subscribed our names this day of 4-10-07

Name and Title Emmie Lou Tucker Pres

Name and Title Emmie Lou Tucker Pres

Approved by the Board of Directors of Kody's SARDS Research Association, Inc., this 11th

day of April, 2007. Emmie Lou Tucker President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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