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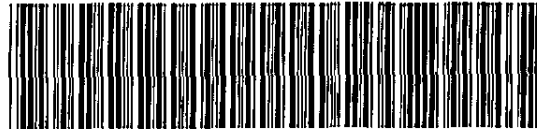
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TALLAHASSEE FLORIDA

Amen

LAW OFFICES
PAUL R. MARCUS
MARCUS CENTRE - PENTHOUSE ONE
9990 S.W. 77TH AVENUE
MIAMI, FLORIDA 33156-2699

PAUL R. MARCUS

TELEPHONE
(305) 596-2345

FAX
(305) 274-0220

September 15, 2005

Via Federal Express
SECRETARY OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation
"BRODY FARM OF REDLAND, INC."

Gentlepersons:

Enclosed please find the Amendments to the Articles of Incorporation for Brody Farm of Redland, Inc., as well as our check in the amount of \$52.50 for two certified copies of the Amendment. Kindly return the two certified copies to us in the prepaid Federal Express envelope enclosed.

Thank you for your assistance with regard to this matter.

Very truly yours,



PAUL R. MARCUS

PRM/pa
Enc.

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
BRODY FARM OF REDLAND, INC.
A Corporation Not-For-Profit**

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The Articles of Incorporation of Brody Farm of Redland, Inc. are amended to read as follows:

ARTICLE I - NAME

The name of this Corporation is BRODY FARM OF REDLAND, INC.

**ARTICLE II - PRINCIPAL OFFICE AND
MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of the Corporation is 18450 S.W. 254th Street, Homestead, Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of providing permanent housing and care for unwanted, neglected, abused or excessive farm animals.

ARTICLE IV - CHARITABLE

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

ARTICLE V - NET EARNINGS

No part of the net earnings of the organization shall inure to the benefit of, or be distributed 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.

ARTICLE VI - NO OTHER ACTIVITIES

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 of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VII - DISSOLUTION

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 country 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 VIII - MANNER OF ELECTION

Initially, directors shall be appointed by the Incorporator. Thereafter, directors shall be elected by a majority of the then current Board of Directors.

ARTICLE IX - DIRECTORS/OFFICERS

This Corporation shall have two (2) directors. The number of directors may either be

increased or diminished from time to time by the By-Laws, but shall never be less than two.

ARTICLE X - INITIAL REGISTERED AGENT AND STREET ADDRESS

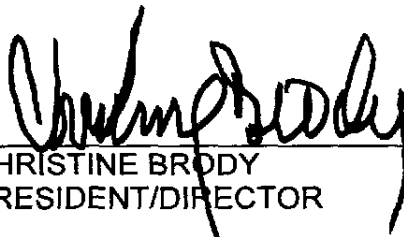
The initial registered office is located at 9990 S.W. 77th Avenue, Ph-1, Miami, Florida 33156. The name of the initial registered agent of this Corporation at that address is Christine Brody. Said registered agent is familiar with and accepts the obligations of that position.

ARTICLE XI - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Christine Brody
18450 S.W. 254th Street
Homestead, Florida

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of September, 2005.



CHRISTINE BRODY
PRESIDENT/DIRECTOR

ATTEST:

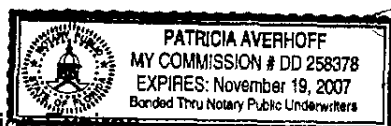


BARRY BRODY
DIRECTOR/SECRETARY

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 15th day of September, 2005, by Christine Brody, Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to these Articles of Incorporation and who personally appeared before me at the time of notarization, and who is personally known to me and did not take an oath.

WITNESS my hand and official seal at Miami-Dade County, Florida this 15th day of September, 2005.





NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Christine Brody having appointed the Paul R. Marcus as its Registered Agent and 9990 S.W. 77th Avenue, Ph-1, Miami, Florida 33156, as its registered office, the undersigned hereby accepts said appointment and agrees to act in said capacity.

Dated this 15th day of September, 2005.



PAUL R. MARCUS
REGISTERED AGENT