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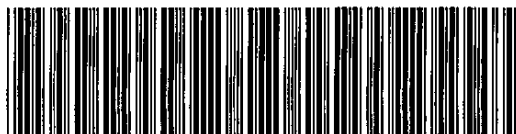
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amy Wade-Carotenuto
*123 Cherokee Rd.
Ormond Beach, FL 32174*

August 21, 2007

Loria Poole
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Rescued Hearts Animal Shelter, Ref # W07000039910

Dear Ms. Poole,

Thank you for taking the time to speak with me Tuesday. Enclosed are my Articles with the necessary addition of principal location address. Would you please make sure that your records show the corporation as "Rescued Hearts" (plural) rather than Rescued Heart as it was referred to in your letter? Thank you again for your guidance in getting this rescue organization incorporated. I am anxiously awaiting your response!

Amy Wade-Carotenuto
(386) 566-3734



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 15, 2007

AMY WADE-CAROTENUTO
123 CHEROKEE RD.
ORMOND BEACH, FL 32174

SUBJECT: RESCUED HEART ANIMAL SHELTER, INC.
Ref. Number: W07000039910

We have received your document for RESCUED HEART ANIMAL SHELTER, INC.. However, the document has not been filed and is being returned for the following:

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist

Letter Number: 907A00049778

RECEIVED
07 AUG 24 PM 2:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Rescued Hearts Animal Shelter, Inc.

(A not for profit Corporation)

Articles of Incorporation

ARTICLE I

CORPORATE NAME

The name of this corporation shall be Rescued Hearts Animal Shelter, Inc.

ARTICLE II

ADDRESS

Rescued Hearts Animal Shelter's principal place of business is 123 Cherokee Road, Ormond Beach, Florida 32174. Rescued Hearts Animal Shelter's initial registered office is located at 123 Cherokee Road, Ormond Beach, Florida, 32174. The initial registered agent is Amy Wade-Carotenuto.

ARTICLE III

OUR PURPOSE

Rescued Hearts Animal Shelter, Inc. has a primary purpose of preventing animal suffering. We will work toward this goal by providing a safe and comfortable haven for homeless animals and offering programs which encourage responsible pet ownership and kindness to all creatures. We will partner with other organizations to ensure both public safety and animal safety and work toward an end to the pet over-population tragedy and animal cruelty. This corporation is organized as a non-profit 501(c)(3) and all funds shall be devoted to said purpose. This corporation shall have a perpetual existence.

ARTICLE IV

MEMBERSHIP

Any interested person who pays annual dues is considered a member. Membership with Rescued Hearts Animal Shelter binds each member to uphold the rules and principles of the organization. The amount of dues for membership will be set by the Board of Directors. Membership meetings will be held annually. Any member may request

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attendance at a Board meeting, or request that an item be placed on the agenda at a membership or board meeting. Members are non-voting, but their ideas and input will be welcomed. The Board of Directors may vote to terminate any member should that member work against the best interest of the animals or Rescued Hearts Animal Shelter or should that member fail to comply with policies and rules of such.

ARTICLE V

BOARD OF DIRECTORS

Rescued Hearts Animal Shelter, Inc. shall be under the direction of a Board of Directors of no less than three (3) and no more than seven (7) persons who shall be elected for a term of at least two (2) years. Each board member must at all times be in good standing, which includes attending regular meetings, paying membership dues, upholding the goals of the organization and maintaining a positive image to the public. Initially, the Board members will be appointed by the incorporator. The Board of Directors will elect future Board members by majority vote.

The Board of Directors shall meet regularly on a quarterly basis. Special meetings may be called at any time, provided that a minimum of forty-eight (48) hours notice is given to each member. A majority of the Board must be present at the meetings to constitute a quorum.

The Board of Directors will approve (by majority vote) policy, large expenditures, expansions, etc. The Board's primary duty is that of fundraising to ensure the operation of the facility and its programs. The day-to-day operation of the facility and its goals will be the responsibility of an employee known as the Executive Director.

The officers of Rescued Hearts Animal Shelter shall be President, Vice President, Secretary and Treasurer. The President shall be the chief executive officer and shall preside over the meetings and be a member ex officio of all committees. The Vice President shall, in the absence of the President, perform these duties. The Secretary shall keep minutes of the meetings, notify Board members of meetings and perform other such secretarial duties. In the absence of both President and Vice President, the Secretary will preside over meetings. The Treasurer shall have charge and custody of financial records and correspondence with IRS and Department of Treasury.

A majority vote of the Board of Directors may terminate the directorship of any board member who has failed to act in the best interest of Rescued Hearts Animal Shelter.

Any vacancy on the Board of Directors shall be filled as soon as practical by appointment and majority vote.

ARTICLE VI

EARNINGS AND ACTIVITIES OF CORPORATION

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. 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 VII

PERSONAL LIABILITY

No member, officer or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or directors be subject to the payment of the debts or obligations of this corporation..

ARTICLE VIII

DISSOLUTION

If there is a dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying all debts, obligations, liabilities and expenses of the corporation. These assets would go toward the benefit of chosen animal related charities which comply as exempt 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

AMENDMENTS OF BY-LAWS

By-Laws may be repealed or amended, provided the change proposal has first been submitted to the Board of Directors and approved by a majority vote.

ARTICLE X

INITIAL BOARD OF DIRECTORS, INCORPORATOR, EXECUTIVE DIRECTOR AND VETERINARIAN

Elizabeth Thulin, President and Treasurer
36 Creek Bluff Run
Flagler Beach, 32136
439-0836

Lynn A. Myers, Vice President
1338 Holly Ave.
Holly Hill, 32117
676-9271

Diane LeCrone, Secretary
224 Riverbend Rd.
Ormond Beach, 32174
672-7051

Dr. Allen Gilbert
8 Panorama Dr.
Palm Coast, 32164
445-3275

M. Maria Duval
226 River Beach Dr.
Ormond Beach, 32176
677-3844

Inna Hardison
285 Westhampton Dr.
Palm Coast, 32164
586-0404

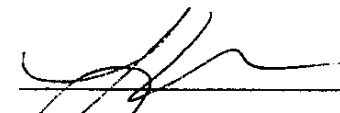
Arnold F. Levine
14 Clementon Ln.
Palm Coast, 32137
446-0393

Amy Wade Carotenuto, Incorporator & Executive Director
123 Cherokee Rd.
Ormond Beach, 32174
566-3734

Dr. Joni Goldstein, Veterinarian
141 Stone St. #2
DeLand, 32720
407-340-0817

The incorporator(s) of this corporation is(are):

The undersigned incorporator(s) certify(ies) both that she/he/they execute(s) these Articles for the purposes herein stated, and that by such execution, she/he/they affirm(s) the understanding that should any of the information in these Articles be intentionally or knowingly misstated, she/he/they is/are subject to the criminal penalties for perjury.




Signature

August 21, 2007
Date

Amy Wade-Carotenuto

Amy Wade-Carotenuto shall be the registered agent for Rescued Hearts Animal Shelter, Inc. for the purposes of accepting service of process at the registered office designated in this document.

I, Amy Wade-Carotenuto, accept such appointment and agree to act in such capacity.



Signature

August 21, 2007
Date

Amy Wade-Carotenuto
123 Cherokee Rd.
Ormond Beach, FL 32174

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