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TRANSMITTAL LETTER

SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 DEC -4 AM 11:05

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

SUBJECT: Every One Counts Pet Rescue, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Tania Lemus, Legalzoom.com, Inc.
Name (Printed or typed)

7083 Hollywood Blvd. Ste. 180
Address

Los Angeles, CA 90028
City, State & Zip

323.962.8600 x 529
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

Every One Counts Pet Rescue, Inc.

ARTICLE II PRINCIPAL OFFICE

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

22910 NW 87th Avenue Rd., Micanopy, Florida 32667

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Please see attached

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The method by which the directors of the corporation are elected or appointed will be stated in the bylaws.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

- Nicole Millich, President 22910 NW 87th Avenue Rd., Micanopy, Florida 32667
- Margaret Britt, Secretary 22910 NW 87th Avenue Rd., Micanopy, Florida 32667
- Stephen Pratt, Treasurer 22910 NW 87th Avenue Rd., Micanopy, Florida 32667

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

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

United States Corporation Agents, Inc., 1111 Lincoln Rd, Suite 400, Miami Beach, FL 33139

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Tania Lemus, Legalzoom.com, Inc., 7083 Hollywood Blvd. Ste. 180, Los Angeles, CA 90028

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.

Signature/Registered Agent Tania Lemus, United States Corporation Agents, Inc.

12/01/2007

Date

Signature/Incorporator Tania Lemus, LegalZoom.com, Inc., Assist. Secretary

12/01/2007

Date

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**Attachment to
Articles of Incorporation of
Every One Counts Pet Rescue, Inc.**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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. This Corporation shall be a nonprofit corporation. The specific purpose for which this corporation is organized is to rescue animals from kill shelters, rehabilitate them, and adopt them out to the public.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue 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

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these articles.

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.

All references to sections of the Internal Revenue Code shall include such sections as of the date hereof and the corresponding section of any future federal tax code.

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