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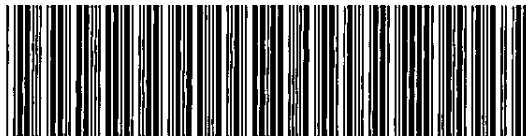
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TALLAHASSEE, FLORIDA

VH

RAHDERT, STEELE, BOLE & REYNOLDS, P.A.

ATTORNEYS AT LAW

THE ALEXANDER BUILDING
535 CENTRAL AVENUE
ST. PETERSBURG, FLORIDA 33701-3703

GEORGE K. RAHDERT
ALISON M. STEELE
BRADLEY M. BOLE
THOMAS E. REYNOLDS
LAYLA K. McDONALD

TELEPHONE:
(727) 823-4191

FACSIMILE:
(727) 823-6189

January 23, 2008

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314-6327

**RE: ARTICLES OF INCORPORATION (Not For Profit)
PINELLAS SUNCOAST PARROT SANCTUARY, INC.**


Gentlemen/Ladies:

I have enclosed herewith the original Articles of Incorporation for the above-referenced not profit Corporation for filing with the Department of State.

Also enclosed is our check made payable to the Florida Department of State in the total amount of \$78.75, representing your filing fees plus the certified copy fee. Please forward the certified copy of the Articles of Incorporation for said Corporation to this office.

I thank you for your attention to the foregoing.

Very truly yours,


Karen M. Sharkey, Paralegal
to Thomas E. Reynolds, Esq.

/kms
Enclosure

**ARTICLES OF INCORPORATION
OF**

PINELLAS SUNCOAST PARROT SANCTUARY, INC.

A Florida Not For Profit Corporation

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TALLAHASSEE, FLORIDA

The undersigned, ROBERT L. BARRETT, as Incorporator, in compliance with Chapter 617, F.S., does hereby join and associate the following-named persons together for the purpose of creating and becoming a corporation, non-profit in nature and purpose, in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is “**PINELLAS SUNCOAST PARROT SANCTUARY, INC.**”

ARTICLE II – PRINCIPAL ADDRESS

The principal place of business and mailing address of this Corporation shall be 1501 - 58th Avenue North, St. Petersburg, Florida 33703.

ARTICLE III - PURPOSES

The purposes of this Corporation shall be as follows:

A. To receive and administer funds to operate exclusively for charitable, scientific, literary or educational purposes within the meaning of Chapter 61.7, Florida Statutes, and specifically, Section 501(e)(3) of the Internal Revenue Code, as the same may be revised from time to time, including among these purposes to provide for the care, feeding, and housing of hookbill species of birds, including abandoned, injured, neglected, abused, and injured hookbills, and to provide public education and training related to avian sciences.

B. To do such things and perform such acts to accomplish its purposes as the Board of Directors shall deem appropriate and as are not forbidden by Section 501(c)(3) of the Internal Revenue Code. This Corporation shall have all the powers conferred on not-for-profit corporations under the laws of the State of Florida, except as provided otherwise in these Articles of Incorporation; provided, however that notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not engage in any activity not permitted to be carried on by an

organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV – LIMITATIONS

This Corporation shall be operated exclusively for charitable, scientific, literary, or educational purposes as a not-for-profit corporation. No individual director or member of this Corporation shall have any title or interest in the corporate property or earnings in his or her individual or private capacity, and no part of the net earnings of this Corporation shall inure to the benefit of any director, officer, or member. No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this Corporation participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE V – TERM OF EXISTENCE

This Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida, and shall have perpetual existence.

ARTICLE VI – INITIAL DIRECTORS AND OFFICERS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than two (2) and not more than eleven (11) persons who shall be elected, qualified as to their membership, and hold office in accordance with the By-Laws.

The Board of Directors shall be governed by a President and a Secretary/Treasurer and such other officers as may be established in or permitted by the By-Laws of the Corporation. The officers will be elected or appointed in accordance with these Articles of Incorporation and the By-Laws.

There shall be four (4) directors constituting the initial Board of Directors. The name and address of each person who is to serve as an initial director and/or officer until the first election are:

President/ Director:	ROBERT L. BARRETT 1501 - 58 th Avenue North St. Petersburg, FL 33703
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Secretary/Treasurer/ Director:	DONNA IVANKO 1501 - 58 th Avenue North St. Petersburg, FL 33703
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Director: STEVEN L. RAYOW
557 Crystal Drive
Madeira Beach, FL 33708

Director: RITA MANARINO, DVM
c/o Steele Animal Hospital
5305 Seminole Boulevard
Seminole, FL 33708

ARTICLE VII – MANNER OF ELECTION

The manner in which the directors are elected or appointed are through a nominating committee and shall be regulated by the By-Laws.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 535 Central Avenue, St. Petersburg, Florida 33701, and the initial Registered Agent of this Corporation at such office shall be THOMAS E. REYNOLDS, ESQUIRE, who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE IX – INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation are the same as the names and addresses of the initial directors listed in Article VI of these Articles of Incorporation.

ARTICLE X – DISTRIBUTION OF ASSETS

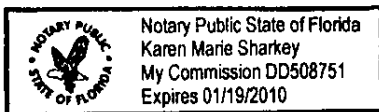
Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a non-profit fund, foundation or corporation organized, operated, and which has established its tax, exempt status under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.


ROBERT L. BARRETT, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, on this day personally appeared ROBERT L. BARRETT, who is personally
known to me or who has produced _____ as identification, who did / did not
take an oath, who is described in and who executed the foregoing ARTICLES OF INCORPORATION as Incorporator of **PINELLAS SUNCOAST PARROT SANCTUARY, INC.**

SWORN TO and subscribed before me, at St. Petersburg, Pinellas County, Florida, this
22nd day of January, 2008.



My Commission Expires:

Karen M. Sharkey
NOTARY PUBLIC

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT/OFFICE**

The foregoing not-for-profit corporation, organizing under the laws of the State of Florida, submits this statement for the purpose of designating the registered officer/registered agent in the State of Florida and evidencing the Registered Agent's acceptance of that position.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Thomas E. Reynolds
THOMAS E. REYNOLDS, ESQUIRE

DATE: 01/22/08

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TALLAHASSEE, FLORIDA