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02/29/08--01036--012 **78.75

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08 MAR 28 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

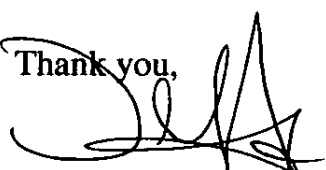
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Ben's Place Animal Rescue & Care Adoption Center

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :\$78.75 (Filing Fee & Certificate of Status).

FROM: Wilfredo E. Morales
1211 Sam Ard Road
Bonifay, Fl 32425
Day Time Tel. 850-548-5524 or home 850-263-7693

Thank you,



Wilfredo E. Morales



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 3, 2008

WILFREDO E. MORALES
1211 SAM ARD ROAD
BONIFAY, FL 32425

SUBJECT: BEN'S PLACE ANIMAL RESCUE & CARE ADOPTION CENTER
Ref. Number: W08000011050

We have received your document for BEN'S PLACE ANIMAL RESCUE & CARE ADOPTION CENTER and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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
Regulatory Specialist II

Letter Number: 908A00013176

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

ARTICLE I NAME

The name of this Corporation shall be:

Ben's Place Animal Rescue and Care Adoption Center, Inc.

ARTICLE II PRINCIPAL OFFICE

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

1211 Sam Ard Road; Bonifay, Fl 32425

ARTICLE III PURPOSE

The purpose for which the corporation is organized is exclusively for charitable and educational purposes to rescue stray and abandon dogs and provide them shelter, health and medical care and place them with caring and responsible families. Conduct community awareness/prevention activities and education in order to prevent acts of animal cruelty and to implement a spade and neuter program to take control of the over population of dogs. To this end, the corporation shall at all times be operated exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The management of the affairs of the corporation shall be vested in the Board of Directors. No Director shall have any right, title, or interest in or to any property of the corporation. Members of the first Board of Directors shall serve until the first annual meeting, at which time they are re-elected or their successors are duly elected as provided in the bylaws.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

Wifredo E. Morales,
1211 Sam Ard Road; Bonifay, Fl 32425

President

Gloria Everett,
853 Orange Hill Road; Chipley, Fl 32428

Treasurer

La Kita Davis,
853 Orange Hill Road; Chipley Fl 32428

Secretary

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TALLAHASSEE, FLORIDA

ARTICLE VI EXISTENCE

The date and time of the commencement of the corporate existence of this incorporation shall be as of the time of filing of these Articles of Incorporation by the Department of State of the State of Florida, and this corporation shall exist perpetually unless Center dissolved under Florida Law.

ARTICLE VII EARNING AND ACTIVITIES OF THE CORPORATION

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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.
2. No substantial part of the activities of the corporation shall be for 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) in political campaign on behalf of any candidate for public office.
3. 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 of 1986 (or corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
4. Notwithstanding any other provisions of these Articles, the corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.
5. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on:
 - (i) corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code; or
 - (ii) by a corporation, contributions to which are deductible for federal income tax purposes under Section 170 (c) (2) of the Internal Revenue Code.

It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. All terms and provisions of these

Ben's Place Animal Rescue & Care Adoption Center, Inc.

EIN:68-0647704

Articles of Incorporation and the Bylaws of the corporation, and all authority and operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE VIII DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to education, charitable purposes, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE IX DISSOLUTION

In the event of the dissolution or the termination of the corporation, notwithstanding anything herein to the contrary, the assets of the corporation are hereby irrevocably dedicated to charitable use. The corporation shall be turned over to one or more organizations which themselves are exempt as organization described in Section 501(c)(3) and Section 170 (c)(2) of the Internal Revenue Code or corresponding section of any prior or future law, or to the federal state or local government for exclusive public purposes. Any such assets not so disposed of shall be disposed by a court of competent jurisdiction in the county in which the principle office of the corporation is located, exclusively for such purpose or to such organization or organizations as such court shall determine, which are organized and or operated exclusively for such purposes.

ARTICLE X REGISTERED AGENT

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 am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Registered Agent Signature

Wilfredo E. Morales
1211 Sam Ard Road
Bonifay, Fl 32425

3/26/05
Date

ARTICLE XI INCORPORATOR



Incorporator Signature

Wilfredo E. Morales
1211 Sam Ard Road
Bonifay, Fl 32425

3/26/05
Date

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TALLAHASSEE, FLORIDA