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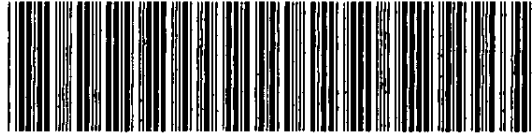
(Business Entity Name)

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08 JUN 27 PM 2:57  
SECRETARY OF STATE  
FALLS CHURCH, VA

Handwritten signature

**COVER LETTER**

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

SUBJECT: ~~STRAY AND FERAL CAT 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: Brigitte Edelmaier  
Name (Printed or typed)

1570 SE 4th St  
Address

Deerfield Beach, FL 33441  
City, State & Zip

(954) 429-3160  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
**OF**  
**STRAY AND FERAL CAT RESCUE INC.**  
**A FLORIDA NOT-FOR-PROFIT CORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a not-for-profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 as amended, adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I: NAME**

The name of the corporation shall be “Stray and Feral Cat Rescue Inc.”, hereinafter referred to as the “Corporation”.

**ARTICLE II: PRINCIPAL OFFICE**

The address of the principal office of the Corporation and the mailing address of the Corporation is: 1570 S.E. 4<sup>th</sup> Street, Deerfield Beach, FL 33441

**ARTICLE III: PURPOSE AND RESTRICTIONS**

The Corporation is organized exclusively for charitable and educational purposes, including for such purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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. Otherwise, the corporation shall be authorized and empowered to pay reasonable compensation to third parties for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

No 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. If the Corporation is characterized as a private foundation within the meaning of Section 509 of the Code, the Corporation, during the period of such characterization (i) shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code; (ii) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (iv) shall not make any investments in such manner as to subject it to tax under Section 4944; and (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or corresponding provisions 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 Code or corresponding provisions of any future United States internal revenue law.

Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation or as may be necessary or incidental to the pursuit and accomplishment of the foregoing and of transacting any or all lawful business for corporations organized under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, including without limitation the exercise of the powers described in Section 617.0302 of the Florida Statutes.

#### **ARTICLE IV: MANNER OF ELECTION AND MEMBERSHIP**

The corporation shall be a membership organization composed of those persons listed as the initial Board of Directors and all other persons or organizations elected/selected for membership as provided in the by-laws.

#### **ARTICLE V: INITIAL OFFICERS/DIRECTORS**

The initial Board of Directors shall consist of three (3) persons. The number of directors may be increased from time to time by an amendment to the by-laws; however, there shall never be less than three directors. All directors shall be selected as provided for in the by-laws. Their term of office shall be perpetual.

The following persons are to serve on the initial Board of Directors:

President	Brigitte Edelmaier	1570 S.E. 4 <sup>th</sup> Street	Deerfield Beach, FL 33441
Vice Pres.	Pauline Russell	1570 S.E. 4 <sup>th</sup> Street	Deerfield Beach, FL 33441
Sec-Treas	Bonita Boyer	22703 Camino Del Mar Apt. #54	Boca Raton, FL 33433

#### **ARTICLE VI: REGISTERED AGENT AND OFFICE**

The corporation's registered agent is: Brigitte Edelmaier  
And the Florida street address for the office is: 1570 S.E. 4<sup>th</sup> Street  
Deerfield Beach, FL 33441

#### **ARTICLE VII: INCORPORATOR**

The name and address of the Incorporator is: Brigitte Edelmaier  
1570 S.E. 4<sup>th</sup> Street  
Deerfield Beach, FL 33441

**ARTICLE VIII: INDEMNIFICATION**

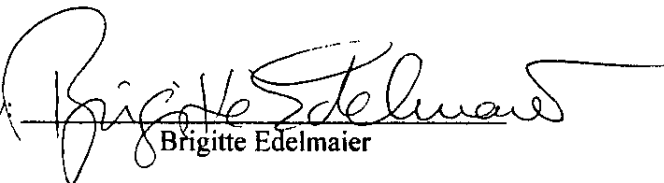
The Corporation shall indemnify a director or officer of the Corporation who was wholly successful on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

**ARTICLE IX: DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes 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.

\*\*\*\*\*

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 25<sup>th</sup> day of June, 2008.

By:   
Brigitte Edelmaier

**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS  
MAY BE SERVED**

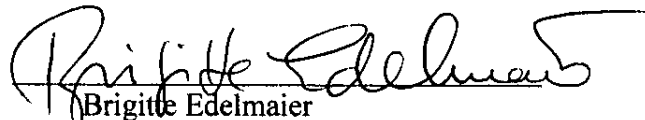
**WITNESSETH:**

That Stray and Feral Cat Rescue, Inc. Desiring to organize under the laws of the State of Florida has named Brigitte Edelmaier as its agent to accept service of process within this state.

**ACKNOWLEDGMENT :**

Having been named to accept service of process for the above-stated corporation at 1570 S.E. 4<sup>th</sup> Street, Deerfield Beach, FL 33441, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 25<sup>th</sup> day of June, 2008.

  
Brigitte Edelmaier  
Registered Agent

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08 JUN 27 PM 2:57  
SECTION OF  
TALLAHASSEE