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FLORIDA PROFIT/NON PROFIT CORPORATION

New Beginnings Animal Sanctuary, Inc.

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**ARTICLES OF INCORPORATION
OF
NEW BEGINNINGS ANIMAL SANCTUARY, INC.**

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

ARTICLE I NAME

The name of the corporation shall be: **NEW BEGINNINGS ANIMAL SANCTUARY, INC.**

ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address, if different is:

111 Drew Court, Niceville, Florida 32578

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To conduct activities which are exclusively charitable, educational and literary within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provisions of any future United States Internal Revenue law) by providing funds and other assistance to help defray the costs associated with rescuing, sheltering, vaccinating, healing animals, both domestic and wild, which have been abandoned, injured or have special needs.

Notwithstanding any other provision of these Articles of Incorporation, the corporation is organized exclusively for charitable, scientific, educational and literary purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3) or corresponding provisions of any subsequent federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of any trustee, director, or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no trustee, director, or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h) or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the corporation, shall, after necessary expenses thereof, be distributed for one or more exempt purposes within the meaning of Internal Revenue Code Section 501(c)(3), or shall be distributed to the federal government or to a state or local government for a public purpose, as the Board of Directors shall determine. Any such assets not so disposed of shall be distributed by order of a court of competent jurisdiction in 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 any taxable year in which the corporation is a private foundation as described in Internal Revenue Code Section 509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Internal Revenue Code Section 4942, and the corporation shall not (A) engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d), (B) retain any excess business holdings as defined in Internal Revenue Code Section 4943(c), (C) make any investments in such manner as to subject the corporation to tax under Internal Revenue Code Section 4944, or (D) make any taxable expenditures as defined in Internal Revenue Code Section 4945(d) or corresponding provisions of any subsequent federal tax law.

ARTICLE IV **MANNER OF ELECTION**

The manner in which the directors are elected or appointed:

The initial members of the board shall consist of persons designated as directors by the sole incorporator of the corporation in the Articles of Incorporation of the corporation. Beginning with the first annual meeting of the board held after the organizational meeting of the corporation, the board shall be elected annually. At each annual election, the directors chosen to succeed those whose terms are expiring shall be elected for a term expiring at the succeeding annual meeting of the board or thereafter in each case when their respective successors are elected and qualified.

ARTICLE V **INITIAL DIRECTORS AND/OFFICERS**

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

Jennifer Fortune	111 Drew Court Niceville, Florida 32578
Nikki Headley	104 Friar Tuck Drive Niceville, Florida 32578
Ilse Biddle	308 East Woodrow Street Fort Walton Beach, Florida 32547

ARTICLE VI **INITIAL REGISTERED AGENT AND STREET ADDRESS**

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

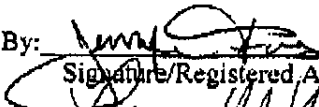

Jennifer Fortune – 111 Drew Court, Niceville, Florida 32578

ARTICLE VII **INCORPORATOR**

The name and address of the Incorporator is:

Louise M. Fitzisimons, residing at 174 Nassau Blvd., Garden City, New York 11530

.....
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.

By: 
Signature/Registered Agent

Signature/Incorporator

September 15, 2008

September 22, 2008