

N080000009720

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Amended &
Restated

11/03/08--01079--018 **52.50

FILED
2008 NOV 13 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*00789, 01048, 00547, 00671

AJR
11/14/08



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 6, 2008

Brett Gaston
PAWS for Life, Inc.
6512 Northwest 54th Court
Lauderhill, FL 33319

SUBJECT: PAWS FOR LIFE, INC.
Ref. Number: N08000009720

We have received your document for PAWS FOR LIFE, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 008A00056372

RECEIVED

2008 NOV 12 AM 9:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAWS for Life, Inc.
3213 N. Dixie Highway
Oakland Park, FL 33334
(954) 467-8281

November 10, 2008

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: PAWS FOR LIFE, INC.
Reference Number: N08000009720
Letter Number: 008A00056372

Gentlemen:

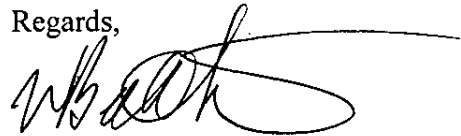
The First Amended and Restated Articles of Incorporation for the above-mentioned corporation are re-submitted for filing. These Articles of Incorporation supersede the previous Articles of Incorporation that were submitted electronically. A check in the amount of \$52.50 has been previously submitted for the Filing Fee, Certified Copy, and Certificate of Status.

Please return all correspondence concerning this matter to the following:

Brett Gaston
6512 Northwest 54th Court
Lauderhill, FL 33319

For further information concerning this matter, please call me at (954) 294-9182.

Regards,



Brett Gaston, President
Paws for Life, Inc.

PAWS for Life, Inc.
3213 N. Dixie Highway
Oakland Park, FL 33334
(954) 467-8281

October 29, 2008

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: PAWS FOR LIFE, INC.
Document Number: N08000009720

Gentlemen:

The Amended and Restated Articles of Incorporation for the above-mentioned corporation are submitted for filing. These Articles of Incorporation supersede the previous Articles of Incorporation that were submitted electronically. I have enclosed a check in the amount of \$52.50 for the Filing Fee, Certified Copy, and Certificate of Status.

Please return all correspondence concerning this matter to the following:

Brett Gaston
6512 Northwest 54th Court
Lauderhill, FL 33319

For further information concerning this matter, please call me at (954) 294-9182.

Regards,

A handwritten signature in black ink, appearing to read 'Brett Gaston', with a long horizontal line extending to the right.

Brett Gaston, Incorporator
Paws for Life, Inc.

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PAWS FOR LIFE, INC.**

FILED

2009 NOV 13 AM 11:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as President of Paws for Life, Inc. (hereinafter referred to as the "Corporation"), a not for profit corporation organized and existing under the Not for Profit Corporation Act, does hereby certify that:

1. The original Articles of Incorporation of the Corporation were filed on October 21, 2008 with the Florida Secretary of State.
2. On October 29, 2008, the Board of Directors of the Corporation voted to amend and restate the Articles of Incorporation by a vote of no less than two-thirds of the members of the Board of Directors. There are no members.
3. Any amendments to these First Amended and Restate Articles of Incorporation have been adopted pursuant to Section 617.1007(4), Florida Statutes and there are no discrepancies between the Corporation's Articles of Incorporation and these First Amended and Restated Articles of Incorporation other than inclusion of these amendments and other matters of historic event interest.

NOW, THEREFORE, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE I

Name

The name of the corporation shall be Paws For Life, Inc.

ARTICLE II

Enabling Law

This corporation is organized pursuant to the Florida Not for Profit Corporation Act.

ARTICLE III

Principal Office

The principal place of business and mailing address of this corporation shall be 3213 N. Dixie Highway, Oakland Park, Florida 33334, with the privilege of having branch offices at any place within the United States of America.

ARTICLE IV

Purpose

The specific purpose for which this corporation is formed is to aid, support, and assist, by gifts, contributions, or otherwise, animals who are in need by providing a food stamp program, assisting with emergency pet bills, rescuing animals awaiting euthanasia, providing funds for neutering and spaying, conducting pet adoption expos, and supporting existing temporary shelters with food while animals are awaiting adoption. The general purpose for which this corporation is formed is to operate exclusively for such purposes as to qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954.

The corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation nor shall it participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE V

Inception Date/Term of Existence

The effective inception date of this corporation shall commence on October 20, 2008. The corporation's term of existence is perpetual.

ARTICLE VI

Board of Directors

The initial directors of this Corporation are:

| <u>Name</u> | <u>Address</u> | <u>Title</u> |
|--------------------|--|------------------------|
| Brett Gaston | 6512 Northwest 54 th Court Lauderhill, FL 33319 | President Treasurer |
| Brooke Trace | 4478 Northwest 11 th Avenue Ft. Lauderdale, FL 33334 | Vice-President |
| Lori Weston | 1782 Southwest 9 th Drive Pompano Beach, FL 33060 | Secretary |

ARTICLE VII

Board of Director Election

The manner in which directors are elected or appointed is as provided in the By-Laws.

ARTICLE VIII

Registered Agent

The initial Registered Office within the State of Florida and the initial Registered Agent of the corporation at that address shall be Absolute Flooring Systems, Inc., 3213 North Dixie Highway, Oakland Park, FL 33334.

ARTICLE IX

Incorporator

The name and address of the Incorporator is:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Brett Gaston | 6512 Northwest 54 th Court Lauderhill, FL 33319 |

ARTICLE X

Bylaws

The Bylaws of the Corporation shall be made and adopted by the Board of Directors, and may be altered, amended, or rescinded by the Board of Directors in the manner set forth in the Bylaws.

ARTICLE XI

Dedication of Assets

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

ARTICLE XII

Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation, or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XIII

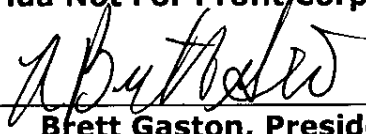
Amendments

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida.

The Bylaws of this corporation shall be made, altered, and amended by the Board of Directors at any regular or special meeting held in accordance with the Bylaws.

IN WITNESS WHEREOF, the undersigned, constituting the President of the Corporation, has executed these First Amended and Restated Articles of Incorporation this 10th day of November, 2008.

**Paws For Life, Inc.,
A Florida Not For Profit Corporation**



Brett Gaston, President

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, having been named to accept service for Paws For Life, Inc. at the place designated in the Articles of Incorporation, I agree to act in this capacity and agree to comply with the provision of Section 48.091, Florida Statutes, relative to keeping open such office.



**Absolute Flooring Systems,
Inc. Registered Agent**

Date: 11/10/2008