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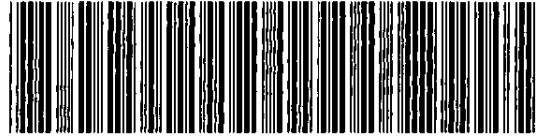
(Business Entity Name)

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TALLAHASSEE, FLORIDA

J. Shivers FEB 02 2009

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REPLY
DOWNTOWN

REPLY
WEST OFFICE

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WILLIAM D. PRIDGEON
1933-1980
MICHELLE VAUGHNS
1946-1982
WILLIAM N. LONG
1920-2003

RETIRED
RAY D. HELPLING
WILLIAM C. ANDREWS
JOHN F. ROSCOW III
MITZI COCKRELL AUSTIN

January 29, 2009

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

Re: Paws, Lee County, Inc.

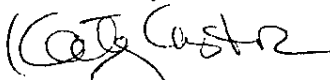
To Whom It May Concern:

Enclosed please find the following:

1. Articles of Incorporation for the corporation listed above.
2. Check in the amount of \$78.75, for the filing fees.

If you have any questions regarding this filing please contact our office at: 352-416-3498.

Sincerely,


Kathy Castor

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TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: PAWS, LEE COUNTY, 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: Frank P. Saier, Esq.
Name (Printed or typed)

4041-B NW 37th Place
Address

Gainesville, FL 32606
City, State & Zip

352-374-4120
Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
PAWS, LEE COUNTY, INC.
A Not-for-Profit Corporation

THE UNDERSIGNED, subscriber to these Articles of Incorporation, being a natural person of lawful age, acting as incorporator of a Corporation Not-for-Profit under the Florida Not-for-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
Name

The name of the corporation shall be PAWS, LEE COUNTY, INC.

ARTICLE II
Duration

The corporation shall have perpetual duration.

ARTICLE III
Purpose

The specific and primary purpose for which this corporation is founded is to operate for the advancement of educational and/or charitable purposes as defined under Section 501(c) 3 of the Internal Revenue Code of 1986 as amended (hereafter "the Code").

The general purpose for which this corporation is formed is to operate exclusively for such educational or other charitable purposes as will qualify this corporation as an exempt organization under 501 (c) 3 by distribution of its funds to organizations that are qualified as tax exempt under the Code.

ARTICLE IV
Organization

The Corporation is organized upon a non-stock basis. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if

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any, the property, voting and other rights, privileges and obligations of members, if any, shall be as regulated in the By-laws.

ARTICLE V
Principal and Registered Office

The principal office and initial registered office of the Corporation is: 9810 SW 89th Street, Gainesville, Florida, 32608. The name of the Corporation's initial registered agent at such street address is: THERESA DESILETS-INK.

ARTICLE VI
Board of Directors

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors of the Corporation initially shall be three. In no event shall the Board have less than three (3) Directors. The number of Directors may be changed by a By-Law duly adopted pursuant to the By-Laws of this Corporation. The initial Directors for the first year of corporate existence, and their residential addresses are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Theresa Desilets-Ink	President/ Director	9810 SW 89 th St. Gainesville, FL 32608
Gayle Gosnell	Secretary/Treasurer Director	12195-1 Metro Parkway Ft. Myers, FL 33966
Dr. Elton Gissendanner, DVM	Vice President/ Director	3029 Placid View Drive Lake Placid, FL 33852

ARTICLE VII
Incorporators

The name and address of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Theresa Desilets-Ink	9810 SW 89 th St. Gainesville, Florida, 32608

ARTICLE VIII

Officers

The Board of Directors shall elect the following officers, to wit: President, Vice President, Secretary and Treasurer, although one individual may hold the position as Secretary and Treasurer. The Board of Directors may elect such other officers as authorized by the Board of Directors from time to time.

ARTICLE IX

Corporate Action

Subject to the limitations contained in the By-Laws and any limitations set forth in the Not-for-Profit Corporation Act of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, the By-Laws of the Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a Resolution of the Board of Directors or by following the procedure set forth therefore in the By-Laws..

ARTICLE X

Prohibitions

The property of this Corporation is dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered so long as said Corporation does not violate Section 4941 of the Code relating to "self dealing," or any other applicable provision of the Code which would disqualify said Corporation as a tax exempt entity.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent Federal Tax Laws, rulings or regulations.

The Corporation shall not engage in any act or self dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent Federal Tax Laws, rulings or regulations.

The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal Tax Laws, rulings or regulations.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent Federal Tax laws, rulings or regulations.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code,

or corresponding provisions of any subsequent Federal Tax Laws, rulings or regulations.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activity 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 subsequent Federal Tax Laws, rulings or regulations, or (b) by a Corporation, contributions to which are deductible under Section 170(c)2 of the Code, or corresponding provisions of any subsequent Federal Tax Laws, rulings or regulations.

ARTICLE XI
No Influence of Elections or Legislation

No substantial 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 any candidate for public office.

ARTICLE XII
Dissolution

Upon dissolution of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of 501(c)3 of the Code, or corresponding Section of any future Federal Tax Code, or shall be distributed to the federal state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes.

ARTICLE XIII
Amendment

Amendments to these Articles of Incorporation may be proposed by a Resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds (2/3rds) of a quorum of members of the Corporation.

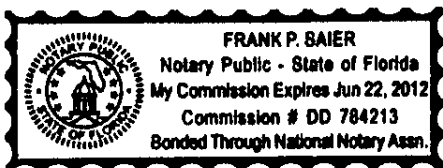
I, the undersigned, being the Incorporator of this Corporation, for the purpose of forming this Not-for-Profit Charitable Corporation under the laws of Florida, have executed these Articles as of this 26 day of January, 2009.

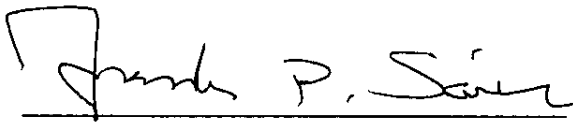


Theresa Desilets-Ink

STATE OF FLORIDA
COUNTY OF ALACHUA

Execution of the foregoing instrument was acknowledged before me this 26 day of January, 2009, by Theresa Desilets-Ink who is () personally known to me or who () produced _____ as identification.





Notary Public, State of Florida
My Commission expires:

RESIDENT AGENT ACCEPTANCE

I, THERESA DESILETS-INK, located at 9810 SW 89th St., Gainesville, Florida, 32608, having been named to accept service of process for PAWS, LEE COUNTY, INC., 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.



THERESA DESILETS-INK

Dated: Jan 26, 2009

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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