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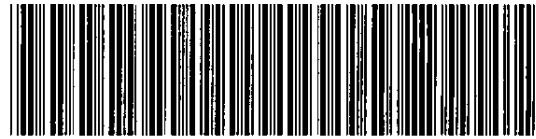
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Amend & Restored
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 AUG 17 PM 3:16

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: IN DOG WE TRUST, INC.

DOCUMENT NUMBER: N09000004119

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JAY FLEISHER

(Name of Contact Person)

LAW OFFICE OF JAY FLEISHER, P.A.

(Firm/ Company)

11380 PROSPERITY FARMS ROAD, STE. 204

(Address)

PALM BEACH GARDENS, FL 33410

(City/ State and Zip Code)

jayfleisheressq@att.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JAY FLEISHER

(Name of Contact Person)

at (561) 627-7004

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

IN DOG WE TRUST, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N09000004119

(Document Number of Corporation (if known))

FILED
2009 AUG 17 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

BOCA BUSINESS CENTER

301 YAMATO RD., #1240,

BOCA RATON, FL 33431

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

BOCA BUSINESS CENTER

310 YAMATO RD., #1240

BOCA RATON, FL 33431

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

301 YAMATO RD., #1240

New Registered Office Address:

(Florida street address)

BOCA RATON

(City)

Florida 33431

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>Direct</u>	<u>Eddie Panzano</u>	<u>4130 NW 1st Court</u> <u>Delray Beach, FL 33445</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>Direct</u>	<u>Lisa Miller</u>	<u>36 Salina Ave.</u> <u>Delray Beach, FL 33483</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u> </u>	<u> </u>	<u> </u>	<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

TOTAL AMENDMENT AND RESTATEMENT OF ARTICLES OF INCORPORATION

(SEE ATTACHED)

**AMENDED and RESTATED
ARTICLES OF INCORPORATION
OF
IN DOG WE TRUST, INC.**

FILED

2009 AUG 17 PM 3:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By duly adopted resolution and action of the Board of Directors of In Dog We Trust, Inc., these Restated Articles of Incorporation amend, supersede and restate in their entirety those Electronic Articles of Incorporation of In Dog We Trust, Inc. filed April 28, 2009 with the Secretary of State of Florida, and which are referred to as document N09000004119 in the public records of the Secretary of State of Florida.

Article I: Name

The name of the corporation Not for Profit shall be **IN DOG WE TRUST, INC.** (hereinafter referred to as the "Corporation").

Article II: Duration

The Corporation shall have perpetual existence.

Article III: Purposes and Powers

3.1 Purposes. The Corporation is organized exclusively for the charitable purpose of prevention of cruelty to dogs by preserving and improving the lives of shelter dogs so that they may have the opportunity for a better quality of life and improve the lives of their adoptive families.

3.2 Activities. To carry on such other activities that are in furtherance of and in support of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not for Profit Corporation Act and Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code (hereinafter the "Code").

3.3 Nonprofit Corporation. The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

3.4 Powers. Subject only to such limitations as now or hereafter are prescribed by law or in the Corporation's Articles of Incorporation, the powers of the Corporation shall be as provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes. The Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes previously stated in this Article III or are necessary or incidental to the powers so conferred.

Article IV: Limitations

4.1 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. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

4.2 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 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.

Article V: Members

5.1 The Corporation shall have no members.

Article VI: Directors

6.1 The number of directors constituting the initial Board of Directors of the Corporation shall be three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three (3).

6.2 The directors of the Corporation shall be elected in accordance with the methods and qualifications specified in the bylaws of the Corporation.

6.3 The names and addresses of the individuals to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Nicole F. Brown	3875 S. Lake Drive Boynton Beach, FL 33435
Lisa Miller	36 Salina Ave, Apt. 10 Delray Beach, FL 33483
Laura Shaw	1169 NW 13th St., Unit 3 Boca Raton, FL 33486

6.4 The powers, duties, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

6.5 Directors of this Corporation, and any Officers elected by the Directors of this Corporation, shall serve without compensation except for reimbursement for actual expenses.

6.6 After incorporation, the directors of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended, to adopt the bylaws of the Corporation, and to conduct such other business as required by the Corporation.

Article VII: Director Liability Limitations

7.1 If the Florida Not For Profit Corporations Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Florida Not for Profit Corporation Act, as so amended, without need for further amendment of these Articles of Incorporation or any other action by the Board of Directors. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

Article VIII: Indemnification and Insurance

8.1 Right to Indemnification. The Corporation shall have the power and authority to provide indemnification in accordance with the bylaws of the Corporation.

8.2 Insurance. The Corporation may maintain insurance at its expense in accordance with the bylaws of the Corporation.

Article IX: Bylaws

The Board of Directors shall adopt the initial Bylaws of the Corporation. Except to the extent otherwise provided in the Bylaws of the Corporation, the authority to make, alter, amend or repeal the Bylaws of the Corporation is vested in the Board of Directors.

Article X: Incorporator

The name and address of the incorporator of the Corporation is as follows:

Name	Address
Nicole F. Brown	3875 S. Lake Drive Boynton Beach, FL 33435

Article XI: Registered Officer and Agent

The address of the initial registered office of the Corporation shall be Boca Business Center, 301 Yamato Road., Suite 1240, Boca Raton, Florida 33431. The name of the initial registered agent of the Corporation at such address shall be Nicole F. Brown.

Acceptance of Appointment

Nicole F. Brown hereby accepts the appointment of Registered Agent in the State of Florida for In Dog We Trust, Inc. (the "Corporation"). I understand that as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any changes in the registered office of the Corporation for which I am agent. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Nicole F. Brown, Registered Agent

Article XII: Initial Principal Place of Business of Corporation

The address of the initial principal place of business of the Corporation shall be Boca Business Center, 301 Yamato Road, Suite 1240, Boca Raton, FL 33431.

Article XIII: Amendments

These Articles of Incorporation maybe amended at any regular meeting of the Board of Directors or any special meeting of the Board of Directors called for that purpose, in either case upon receiving the vote of a majority of the directors in office.

Signed this 14th day of August, 2009.



Nicole F. Brown
Chair of the Board of Directors, In Dog We Trust, Inc.