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ARTICLES OF INCORPORATION
OF
PUPPY PLEASERS RESCUE, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION

09 MAY 15 PM 12:13
RECEIVED
FLORIDA STATE
CORPORATION
AGENCY
ORLANDO, FLORIDA

ARTICLE I
NAME OF CORPORATION, MAILING ADDRESS
AND ADDRESS OF PRINCIPAL OFFICE

The name of this Corporation shall be Puppy Pleasers Rescue, Inc. The mailing address of this Corporation is P.O. Box 618441, Orlando, FL 32861. The principal office of this Corporation shall be at 6149 Metrowest Boulevard, Orlando, FL 32835.

ARTICLE II
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 6149 Metrowest Boulevard, Orlando, FL 32835, and the name of the initial registered agent for this Corporation shall be Chavanda Renee Beasley.

ARTICLE III
SPECIFIC AND GENERAL PURPOSES

3.1. The specific and primary purpose for which this Corporation is formed is to save the lives of unwanted pets and find new homes for such animals.

3.2. The general purposes for which this Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or the corresponding provisions of any future federal tax laws.

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3.3. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

3.4. In the event this Corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

- (a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE IV
POWERS

This Corporation shall be authorized to exercise the powers permitted nonprofit corporations under Chapter 617 of Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

ARTICLE V
MEMBERSHIP

The qualification for members and the manner of their admission shall be as regulated by the Bylaws.

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ARTICLE VI

TERM

This Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII

The name and address of the incorporators of this Corporation are as follows:

Chavanda Renee Beasley **6149 Metrowest Boulevard**
Orlando, Florida 32835

ARTICLE VIII **BOARD OF DIRECTORS**

8.1. The number of directors constituting the first Board of Directors of this Corporation shall be three (3). Thereafter, the number of directors constituting the Board shall be as provided in the Bylaws of this Corporation; provided, however, that there shall never be less than three (3) directors.

8.2. The names and addresses of the first Board of Directors who shall serve until their successors are appointed at the first annual meeting of this Corporation are as follows:

Marilyn Duboulay 1301 Ferendina Drive
Deltona, Florida 32725

Nora Hayes 640 Spice Trader Way
Orlando, Florida 32818

Angie Lester 5102 Log Wagon Road
Ocoee, Florida 34761

ARTICLE IX
DEDICATION OF ASSETS AND DISSOLUTION

9.1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this Corporation shall inure to the benefit of

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any officer or director of this Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer or director of this Corporation in accordance with and commensurate with the services performed by such person.

9.2. Upon the dissolution and winding up of this Corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

ARTICLE X BYLAWS

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 517, Florida Statutes, Bylaws of this Corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

ARTICLE XI AMENDMENT OF ARTICLES

These Articles may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors and without the approval of its members unless the Bylaws of this Corporation otherwise require.

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IN WITNESS WHEREOF, the undersigned incorporator has hereto set his/her hand and seal this 4th day of May, 2009, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

Chavanda Renee Beasley
Print Name: Chavanda Renee Beasley, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of Puppy Pleasers Rescue, Inc.

Chavanda Renee Beasley
Printed Name: Chavanda Renee Beasley

09 MAY 15 PM12:13
ADMINISTRATIVE STATE
TALLAHASSEE, FLORIDA