

1109000006526

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*Amend*

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TALLAHASSEE, FLORIDA

Roberts JUN 23 2010

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Central Florida Animal Rescue, Inc.

**DOCUMENT NUMBER:** N09000006526

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

Please return all correspondence concerning this matter to the following:

Jennifer Sherman

(Name of Contact Person)

Central Florida Animal Rescue, Inc.

(Firm/ Company)

1867 Burdock Drive

(Address)

Winter Garden, FL 34787

(City/ State and Zip Code)

cflanimalrescue1@yahoo.com

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

For further information concerning this matter, please call:

Jennifer Sherman

(Name of Contact Person)

at ( 407 ) 749-4743

(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

Central Florida Animal Rescue, Inc.

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

N09000006526

(Document Number of Corporation (if known))

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:

*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)

1867 Burdock Drive

Winter Garden, FL 34787

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

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:

New Registered Office Address:

(Florida street address)

(City)

, Florida

(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*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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>Sec</u>	<u>Julie Hecht</u>	<u>11711 Grand Bay Blvd.</u> <u>Clermont, FL 34711</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>_____</u>	<u>_____</u>	<u>_____</u> <u>_____</u>	<input type="checkbox"/> Add <input type="checkbox"/> Remove
<u>_____</u>	<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)

**Please see attached.**

The date of each amendment(s) adoption: 6/20/2010

*(date of adoption is required)*

Effective date if applicable: 6/20/2010

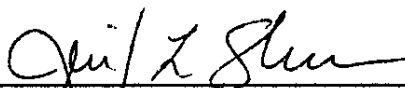
*(no more than 90 days after amendment file date)*

**Adoption of Amendment(s) (CHECK ONE)**

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 6/20/2010

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jennifer Sherman

(Typed or printed name of person signing)

President

(Title of person signing)

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
Of  
Central Florida Animal Rescue, Inc.

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Florida Statute, Chapter 617, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE ONE

Name

The name of the Corporation is CENTRAL FLORIDA ANIMAL RESCUE, INC.

ARTICLE TWO

Nonprofit Corporation

The Corporation is a nonprofit corporation.

ARTICLE THREE

Duration

The period of the Corporation's duration is perpetual.

ARTICLE FOUR

Purposes

Section 4.01. The Corporation is organized exclusively for charitable and educational purposes, as well as preventing cruelty to animals, as defined in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code

Section 4.02. Notwithstanding any other provision of these Articles of Incorporation:

- a) No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer in the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director, officer 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 the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

- b) The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.
- c) Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to the charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.
- d) The Corporation is organized pursuant to the Florida Statute, Chapter 617, and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes which are consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.

## ARTICLE FIVE

### Membership

The Corporation shall have no voting members.

## ARTICLE SIX

### Initial Registration Office and Agent

The street address of the initial registered office of the Corporation is 1867 Burdock Drive, Winter Garden, FL 34787 and the name of the initial registered agent at such address is Jennifer Sherman.

## ARTICLE SEVEN

### Directors

The number of Directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of those people who are to serve as initial Directors are:

<u>Name</u>	<u>Address</u>
Jennifer Sherman	1867 Burdock Drive Winter Garden, FL 34787
Marc Sherman	1867 Burdock Drive Winter Garden, FL 34787
Adriana Dunlap	7826 Myrtle Oak Lane Kissimmee, FL 34747

## ARTICLE EIGHT

### Indemnification of Directors and Officers

Each Director and each officer or former Director or officer may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonable incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance or duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase and maintain at its cost and expense



insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

## ARTICLE NINE

### Limitation On Scope Of Liability

No director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the Corporation, except and only for the following:

- a) A breach of the Director's duty of loyalty to the Corporation;
- b) An act or omission not in good faith by the Director or an act of omission that involves the intentional misconduct or knowing violation of the law by the Director;
- c) A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- d) An act or omission by the Directors for which liability is expressly provided for by statute.

## ARTICLE TEN

### Informal Action by Directors

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a sufficient number of Directors as would be necessary to take that action at a meeting at which all of the Directors were present and voted. All consents signed in this manner must be delivered to the Secretary or other officer having custody of the minute book within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in this manner. A facsimile or other similar transmission shall be regarded as signed by the Director for purposes of this Article.

ARTICLE ELEVEN

Incorporator

The name and address of the incorporator is:

Name

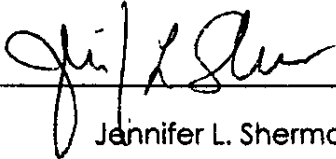
Jennifer Sherman

Address

1867 Burdock Drive

Winter Garden, FL 34787

IN WITNESS WHEREOF, I have hereunto set my hand, this 20th day of June 2010.

  
\_\_\_\_\_  
Jennifer L. Sherman