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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 JUL - 7 PM 3:24

APPROVED
AND
FILED

VH

Mercer Law Office

4431 LAFAYETTE STREET
MARIANNA, FLORIDA 32446

WADE MERCER, ESQ.
Licensed in Florida and Georgia

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June 30, 2009

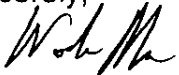
Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

IN RE: Sycamore Cat and Dog Retirement Home, Inc.

Dear Sir/Madam:

Enclosed is my check in the amount of \$78.75, and the original Articles of Incorporation of Sycamore Cat and Dog Retirement Home, Inc. and one copy. Please return a file stamped copy to the above address. Thank you.

Sincerely,



WADE MERCER, ESQ.
Enclosures (as stated)

APPROVED
AND
FILED

09 JUL -7 PM 3:24

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

SYCAMORE CAT AND DOG RETIREMENT HOME, INC.

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following articles of incorporation:

ARTICLE 1
NAME

The name of the Corporation is: SYCAMORE CAT AND DOG RETIREMENT HOME, INC. Principal Address is 2494 3rd Avenue, Alford, Florida 32420.

ARTICLE 2
NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE 3
DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE 4
PURPOSES

The Corporation is organized, and shall be operated exclusively, for the following purposes:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease, or otherwise any property of any sort

or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. Specifically (but without limitation of the foregoing or of any other powers or purposes under applicable Florida law), to help with the care of cats and dogs that otherwise might not be appropriately treated.

ARTICLE 5 LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered (to officers and/or Trustees, or to other persons) and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

ARTICLE 6 MEMBERS

The Corporation shall have Members who shall be elected (and may be removed) by the Members and shall have all the rights and privileges of members of Corporation. The name and address of each initial Member is as follows:

Name and Address

Adrienne E. Bourbeau
2494 3rd Avenue
Alford, Florida 32420

Todd Anderson, DVM
900 Falling Waters Road
Chipley, Florida 32428

Christine England
9149 County Road 9640
Koshkonong, MO 65672

Douglas Wade Mercer, Esq.
4431 Lafayette Street
Marianna, Florida 32446

Sharon H. Miller Reinker
4894 NW 110 Place
Doral, Florida 33178

Eugene G. Ulmanis, DVM
1101 State Route 17
West Plains, Mo 65775-5700

**ARTICLE 7
INITIAL REGISTERED OFFICE AND AGENT**

The street and mailing address of the initial Registered Office of the Corporation is 2494 3rd Avenue, Alford, Florida 32420 and the name of its initial Registered Agent at that address is ADRIENNE E. BOURBEAU. By her signature to these Articles, the said agent consents to the appointment as such, and by her signature hereto acknowledges that she is familiar with and accepts the obligations of that position. The Board of Trustees may move the registered office or appoint a successor resident agent for the Corporation as it deems fit, from time to time.

**ARTICLE 8
INITIAL BOARD OF DIRECTORS/TRUSTEES**

The management of the Corporation shall be vested in a Board of Directors/Trustees. The numbers of Trustees constituting the initial Board of Trustees is 6. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Members shall elect the Trustees annually. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

Name and Address

Adrienne E. Bourbeau
2494 3rd Avenue
Alford, Florida 32420

Todd Anderson, DVM
900 Falling Waters Road
Chipley, Florida 32428

Christine England
9149 County Road 9640
Koshkonong, MO 65672

Douglas Wade Mercer, Esq.
4431 Lafayette Street
Marianna, Florida 32446

Sharon H. Miller Reinker
4894 NW 110 Place
Poral, Florida 33178

Eugene G. Ulmanis, DVM
1101 State Route 17
West Plains, Mo 65775-5700

ARTICLES 9 OFFICERS

The Officers of the Corporation shall consists of a President, Vice-President, and Secretary-Treasurer, and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Name and Address</u>	<u>Title</u>
Adrienne E. Bourbeau 2494 3 rd Avenue Alfred, Florida 32420	President and Secretary/Treasurer
Sharon H. Miller Reinker 4894 NW 110 Place Poral, Florida 33178	Vice-President
Todd Anderson, DVM 900 Falling Waters Road Chipley, Florida 32428	
Christine England 9149 County Road 9640 Koshkonong, MO 65672	

Douglas Wade Mercer, Esq.
4431 Lafayette Street
Marianna, Florida 32446

Eugene G. Ulmanis, DVM
1101 State Route 17
West Plains, Mo 65775-5700

ARTICLE 10 INCORPORATORS

The name and address of the Incorporator is as follows:

Adrienne E. Bourbeau
2494 3rd Avenue
Alford, Florida 32420

ARTICLE 11 AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE 12 TURNOVER OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which are themselves exempt under Section 501(c)(3) and/or Section 170(c)(2) of the Internal Revenue Code (or corresponding sections of past or future law) or to the federal, state or local government for exclusively public purposes.

ARTICLE 13 INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former

Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

**ARTICLE 14
BYLAWS**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Trustees, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.


**ARTICLE 15
COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE 16
NONSTOCK BASIS**

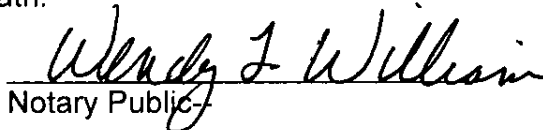
This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this 30th day June, 2009.


ADRIENNE E. BOURBEAU
Incorporator and Resident Agent

State of Florida
County of Jackson:

THE FOREGOING INSTRUMENT was acknowledged before me this 30th day of June, 2009, by Adrienne E. Bourbeau, as Incorporator and Resident Agent, who is personally known to me and who did take an oath.


Notary Public

WENDY L. WILLIAMS
Notary Public, State of Florida
My comm. exp. Jul. 13, 2011
Comm. No. DD 684423

09 JUL - 7 PM 3: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED