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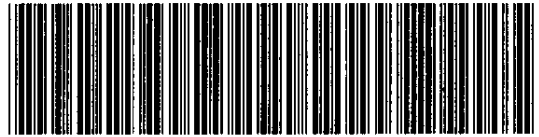
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2010 JUN -9 P 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

*Amend
Review
6-10-10*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Life with Dogs Fund, Inc

DOCUMENT NUMBER: NO9000006856

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

Please return all correspondence concerning this matter to the following:

Janet P. Diamond
(Name of Contact Person)

Life with Dogs Fund, Inc.
(Firm/ Company)

8025 Aberdeen Drive # 201
(Address)

Boynton Beach, FL 33472
(City/ State and Zip Code)

info@lifewithdogs.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Janet P. Diamond at (561) 752 1647
(Name of Contact Person) (Area Code & Daytime Telephone Number)

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

☐ \$35 Filing Fee
5.00

☐ \$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)

30.00 sent V#1013

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 18, 2010

JANET P. DIAMOND
LIFE WITH DOGS FUND, INC.
8025 ABERDEEN DRIVE, #201
BOYNTON BEACH, FL 33472

SUBJECT: LIFE WITH DOGS FUND, INC.
Ref. Number: N09000006856

We have received your document for LIFE WITH DOGS FUND, INC. and your check(s) totaling \$30.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above entity is a Florida corporation and the document and fee submitted are for a Florida limited liability company. The correct form is enclosed and an additional filing fee of \$5.00 is due.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 410A00012443

Articles of Amendment
to
Articles of Incorporation
of

FILED

2010 JUN -9 P 3:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lifewith Dogs Fund, Inc.

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

NO9000006856

(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:

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)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

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

New Registered Office Address:

(Florida street address)

_____, Florida
(City) (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>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<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)

1. Penalties of Perjury statement (see attached)
2. Article XVII Conflict of Interest Policy (see attached)
3. Amended Articles of Incorporation (see attached)

EIN: 90-0497951
Life with Dogs Fund

8025 Aberdeen Drive #201
Boynton Beach, FL 33472

Articles of Incorporation Amendment

Penalties of Perjury statement

Under penalties of Perjury, I declare that I have examined this information, including accompanying documents, and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct and complete.

Name Janet P. Diamond
Janet P. Diamond
Vice President /
Co Founder

Date June 1, 2010

EIN 90-0497951

Life with Dogs Fund, INC.

Amended Articles of Incorporation May 4, 2010

ARTICLE I – NAME AND ORGANIZATION

The name of this organization is **Life with Dogs Fund, Inc.** The Corporation was organized and incorporated as a not-for-profit, corporation pursuant to the provisions of Chapter 617, Florida Statutes on August 1, 2009.

The place in the state where the principal office of the Corporation is to be located is the City of Boynton Beach, Florida, Palm Beach County.

Said corporation is organized exclusively for preventing cruelty to shelter and homeless dogs by providing funds to rescue groups for medical attention, veterinarian expenses of rescued shelter dogs, transporting homeless dogs to rescue groups, the making of distributions to organizations that qualify as exempt under section 501 (c) 3 of the internal revenue Code or the corresponding section of any future federal tax code.

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Janet P. Diamond **8025 Aberdeen Drive #201 Boynton Beach, FL 33472**

Debra Rowars 6312 NW 72nd Place Parkland, FL 33067

ARTICLE II- OFFICES

The Corporation shall have and continuously maintain in the State of Florida a registered office and a registered agent, either an individual resident in Florida, or a corporation authorized to transact business in Florida. The resident agent's office shall be identical with the registered office. The registered agent shall remain the same, unless otherwise appointed by the Board of Directors, pursuant to the provisions of the laws of the State of Florida. The corporation may have other offices within or without the State of Florida.

ARTICLE III – PURPOSES

The Corporation is organized for the specific purposes

- A. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- B. No part of the net earnings of the organization shall inure to the benefit of, or be directed to its members, trustees, officers, or other private persons, except that the organization 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 the purposes of the clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the internal revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- C. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.
- D. To organize community events that support animal rescue groups who are trying to find good homes for dogs from local county facilities, shelters, humane societies, strays, families who can no longer keep their pet and other sources which might otherwise be euthanized.
- E. To provide educational materials and resources to the public about local animal foster care and rescue programs.
- F. To connect local business leaders, who could donate supplies and services, with animal rescue groups.
- G. To support humane education programs to inform the public as to the care of the animals and their responsibilities to adhere to their county and state laws, to invite and include animal organizations engaged in humane animal welfare education.
- H. To engage in fund raising activities to raise funds for current and future operations of the organization.

VOLUNTEERS

ARTICLE IV – VOLUNTEERS

A. POLICY STATEMENT

All individuals who support the purpose of the organization and meet the criteria set forth herein are eligible to become a volunteer, without regard to race, sex, national origin, religion, marital status or disability.

B. REQUIREMENTS FOR A VOLUNTEER

Must complete an application, be an active Life with Dogs Fund, Inc. volunteer at least once (1) a month, and be accepted by the Board. Volunteers will be non-voting. Candidates under the age of 13 are required to be accompanied by parent or guardian at all times. Candidates' ages 13 thru 18 are not required to be accompanied by parent or guardian, however, must have waiver signed by parent or guardian on file.

C. TERMINATION OF A VOLUNTEER

Any volunteer may be terminated by majority of the Board vote, for the abuse or neglect of animals, theft, fraud, dishonesty, unreliability, or any actions to be detrimental or not in the best interest of the Corporation. Upon notice of termination, the volunteer must surrender all corporation documents, equipment or animals in his/her possession, to the Board at once.

D. RESIGNATION FROM A VOLUNTEER

Any volunteer may resign at any time by giving written notice of such resignation to the Board of Directors of the Corporation. Upon notice of resignation, the volunteer must surrender all corporation documents, equipment or animals in his/her possession, to the Board at once.

MEMBERS

ARTICLE V – MEMBERSHIP

A. POLICY STATEMENT

All individuals who support the purpose of the organization and meet the criteria set forth herein are eligible for membership, without regard to race, sex, national origin, religion, marital status or disability.

B. REQUIREMENTS FOR MEMBERSHIP

Must complete a membership application, be 18 years of age or older, pay annual dues, actively participate in planning, organizing or volunteering at Life with Dogs Fund, Inc. functions, and be accepted by the Board. Members will be non-voting, and will have eligibility for nomination to the Board.

C. TERMINATION OF MEMBERSHIP

Any member may be terminated by majority of the Board vote, for the abuse or neglect of animals, theft, fraud, dishonesty, unreliability, or any actions to be detrimental or not in the best interest of Life with Dogs,

Inc. Upon notice of termination, the member must surrender all corporation documents, equipment or materials in his/her possession, to the Board at once.

D. RESIGNATION FROM MEMBERSHIP

Any member may resign at any time by giving written notice of such resignation to the Board of Directors of the corporation. Upon notice of resignation, the member must surrender all corporation documents, equipment or materials in his/her possession, to the Board at once.

ARTICLE VI – MEETINGS OF MEMBERS

A. ANNUAL MEETING

The annual meeting of the membership will be held in January at a time and place designated by the Board. Attendance will be open to members, volunteers and guests.

B. PURPOSE

The purpose of the annual meeting is to inform the membership of the current status, activities and finances of the organization, and to establish goals for the upcoming year.

C. NOTICE OF MEETING

Notices will be delivered not less than ten (10) or more than thirty (30) days prior to the meeting date, by the Corresponding Secretary.

D. SPECIAL MEETINGS

Special meetings of the members may be called by the majority of the Board of Directors.

E. MEETING PROCEDURE

All meetings will be conducted in accordance with Robert's Rules of Order.

DIRECTORS

ARTICLE VII – NOMINATIONS AND ELECTION OF BOARD OF DIRECTORS

A. NOMINATING COMMITTEE

At the July 2009 Board meeting a nominating committee consisting of three members, three of whom must be Board members, will be elected by the Board of Directors. It will be the nominating committee's responsibility to:

- 1) Seek out candidates to fill existing or upcoming vacancies.
- 2) Present its proposed slate to the Board in writing not less than twenty (10) days prior to the December meeting.
- 3) Consider nominations from the floor.
- 4) Supervise the election of the new Board members at the January meeting.

B. BALLOTS AND VOTING

Voting will be by ballot. Proxy voting either delivered by hand or mail in a sealed envelope is permitted, and will be accepted just prior to the vote. The nominating committee will tally the vote.

ARTICLE VIII – DIRECTORS

A. NUMBERS

The Board of Directors shall be composed no less than three (3) or more than five (5) including the officers. There will be three (3) officers: President, Vice President, Corresponding Secretary/ Treasurer. The number of Directors and Officers may be increased or decreased by amendment of these By Laws.

B. QUALIFICATIONS

Any member who has been in good standing and has been an active volunteer in the corporation for a minimum of six (6) months is eligible to serve on the Board.

C. POWERS AND AUTHORITY

The business and affairs of Life with Dogs Fund, Inc., and all corporate powers will be exercised by or under the authority of the Board of Directors, subject to limitations imposed by Chapter 617, Florida Statutes, the Articles of Incorporation, or these By Laws as to action which requires authorization or approval by the Board.

D. FUNCTION

The functions of the Board will be as follows:

- 1) To exercise the corporate responsibilities and fiduciary duties consistent with the applicable provisions of the law.
- 2) To transact business.
- 3) To establish major administrative policies governing the affairs of Life with Dogs Fund, Inc., that will provide for its growth and development.
- 4) To appoint chairs and members of standing committees.
- 5) To establish special committees as need arises.
- 6) To select a place for deposit of the funds and authorize investments thereof.
- 7) To provide for the annual audit of all books of account by a Certified Public Accountant.
- 8) To adopt the annual budget and program plans.
- 9) To report action of the Board to the membership.
- 10) To determine the place and date of the Annual Meeting.

11) To review, modify, and / or ratify all position statements to be released publicly.

E. DUTIES

The Board of Directors shall present at the annual meeting of members a report verified by the President and Treasurer showing in appropriate detail the following:

- 1) The assets and liabilities of the corporation for the year.
- 2) The principal changes in assets and liabilities for the year.
- 3) The revenue or receipts of the corporation at years end.
- 4) The expenses or disbursements of the corporation during the year.
- 5) The number of members of the corporation as of the date of the report, together with a statement of increase or decrease of such number during the year.

F. TERM OF OFFICE

The regular term for a director will be one (1) year.

G. REMOVAL OF DIRECTORS

Any Board member may be removed for just cause (as defined in Article V, Paragraph 3). Upon notice of removal, the Director must surrender all corporation documents, equipment or materials in his/her possession, to the Board at once.

H. VACANCIES

A vacancy on the Board because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

I. RESIGNATION

Any Director may resign at any time by giving written notice of such resignation to the Board of Directors of the corporation. Upon notice of resignation, the Director must surrender all corporation documents, equipment or animals in his/her possession, to the Board at once.

J. PLACE OF MEETINGS

All meetings of the Board will be held at such place as may be designated from time to time by resolution of the Board.

K. REGULAR MEETINGS

Regular Board meetings will be held on the last Friday of each month, or at such other time as the Board may deem appropriate. All meetings will be open to members, volunteers and guests.

L. SPECIAL MEETINGS

Special meetings of the Board may be called by a majority of the Board.

M. QUORUM

A majority of the Board of Directors constitutes a quorum of the Board for the transaction of business.

N. ACTIONS OF CONSENT OF THE BOARD WITHOUT MEETING

Business which requires immediate action by the Board and that is not detrimental to the organization, may be conducted by mail, teleconference, telephone, fax or e-mail. Any such emergency action shall be ratified at the next regular meeting of the Board.

O. CONDUCT OF MEETINGS

At every meeting of the Board, the President, and if he or she is unavailable, the Vice President, will preside. If neither is present, the President may appoint another officer to preside. The Corresponding Secretary/Treasurer will record the meeting.

P. RULES

All meetings of the corporation shall be conducted pursuant to Robert's Rules of Order.

Q. COMPENSATION

No part of the net earnings of the **Life with Dogs Fund, Inc.** shall inure to the benefit of, or be distributable to, any of its members, trustees, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered.

No substantial part of the activities of **Life with Dogs Fund, Inc.** shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Life with Dogs Fund, Inc. 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 Bylaws, **Life with Dogs Fund, Inc.** shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal in-come tax under section 501(c)(3) of the Internal Revenue 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

OFFICERS

ARTICLE IX – OFFICERS

A. QUALIFICATIONS

Any Director in good standing, will be qualified to be an officer of the corporation by a vote of the Board of Directors.

B. NUMBER

The officers of the corporation will consist of a President, Vice President, Corresponding Secretary/Treasurer, and other officers as may be elected by the Directors.

C. ELECTION AND TERM OF OFFICE

The term of each officer of the corporation will be one (1) year. Officers will be elected annually by a majority of the Board voting by ballot. Election of officers will take place immediately following the election of the new Board members in January.

D. REMOVAL

Any officer may be removed for just cause (as defined in Article V, Paragraph 3). Upon notice of removal, the officer must surrender all corporation documents, equipment or materials in his/her possession, to the Board at once.

E. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

F. PRESIDENT

The President will act at the direction of and be accountable to the Board. The President will preside at all meetings of the Board and membership. The President will sign, with any other officer, any contract or documents which the Board has authorized to be executed.

G. VICE PRESIDENT

At the request of the President, or in the event of his /her absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law, the Vice President shall have such other powers as the Board may determine, and shall perform such other duties as may be assigned to him/her by the Board.

H. CORRESPONDING SECRETARY

The Corresponding Secretary will keep a current and accurate list of all members. This will be available to any Board member. He/she shall promptly acknowledge all contributions and other services and shall read all incoming mail and "Press Releases" pertaining to the organization at the Board meetings.

I. TREASURER

The Treasurer will be the principal financial officer of the Corporation. The Treasurer will be responsible for all funds of the Corporation.; receive and give receipts for monies due or payable, and deposit all monies in the name of the Corporation., in banks, trust companies, or other depositories in accordance with these By Laws; invest the assets of the Corporation. as may be directed by the Board; provide the Board with itemized statements of all receipts and disbursements at each meeting of the Board for the previous month and year to date, present the annual report of the auditor; and in general perform all duties incident to the office.

ARTICLE X – CONTRACTS, CHECKS AND DEPOSITS

A. CONTRACTS

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any such instrument in the name and on behalf of the Corporation, and such authority may be general or confined to the specific instance.

B. CHECKS AND DRAFTS

All disbursements issued in the name of Life with Dogs Fund, Inc., will be signed by the President and the Vice President.

C. DEPOSITS

All funds of the Corporation not otherwise employed will be deposited in such banks, trust companies, or other depositories as the Board may elect.

D. COLLECTION AND DISTRIBUTION OF FUNDS

All monies will be deposited in the general fund, and allocated according to the budget. Specifically designated monies will be credited to the appropriate funds.

ARTICLE XI – FISCAL YEAR

The fiscal year of the corporation will be January 1st to December 31st, or otherwise as fixed by resolution of the Board.

ARTICLE XII – CORPORATE RECORDS, REPORTS, AND SEAL

A. SEAL

The corporate seal shall have inscribed thereon the name of the corporation, the year of incorporation, and the words, "Not for Profit, Florida"

B. MINUTES OF CORPORATE MEETINGS

The corporation shall keep a book of minutes of all meetings. The minutes shall contain the time and place of holding, whether regular or special, the names of Directors, (present and absent), the names of members, volunteers and guests present, and the proceedings thereof.

C. BOOKS OF ACCOUNT

The corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus, and shares.

ARTICLE XIII – WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member under the provisions of these By Laws or under the provisions of the Article of Incorporation, a waiver, thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV – AMENDMENTS

The power to make, alter, amend or repeal the By Laws of Life with Dogs Fund Inc., shall be vested in the Board of Directors. These By Laws may be amended by a majority vote of Directors, at a regular meeting provided that at least ten (10) days written notice is given. Any amendments so approved shall become effective

immediately, unless otherwise stated in the text of the amendment. The By Laws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with the law or the Articles of Incorporation.

ARTICLE XV – INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

- A. The corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amount paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.
- B. The corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if the person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.
- C. To the extent that a director, officer, employee or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in paragraphs (1) and (2), or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred in connection therewith.
- D. Any indemnification under paragraphs (1) and (2) (unless ordered by a court) shall be made by the corporation as authorized in specific case, upon a determination that indemnification of the officer, employee, or agent is proper in the circumstances because the person has met the applicable standard of conduct as set forth in paragraphs (1) and (2), such determination shall be made by the shareholders.

- E. Expenses incurred in defending a civil or criminal action suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the shareholders in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that the person is entitled to be indemnified by the corporation as authorized in this article.
- F. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By Law, agreement, vote of shareholders, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer, employee, or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.
- G. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against and incurred by the person in such capacity, or arising out of the person's status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of this article.

ARTICLE XVI - DISSOLUTION

Upon dissolution or liquidation of this corporation, any remaining funds or assets of Life with Dogs Fund, Inc, will be contributed to a charitable 501(c) 3 animal institution designated by the Board as constituted at the time of dissolution. Furthermore, dissolution can only be obtained at a regular meeting, by a vote of 100% of the Board in favor of the dissolution, and this meeting shall be open to volunteers, members, and guests.

Life with Dogs Fund, Inc.

EIN: 90-0497951

EIN 90-0497951

Life with Dogs Fund, INC.

Article XV11 Conflict of Interest Policy

The purpose of the Conflict of Interest Policy is to ensure the Life with Dogs Fund, Inc. has procedures that promote good governance, ethics and internal oversight.

Purpose: The purpose of the conflict of interest policy is to protect this tax exempt organization, Life with Dogs Fund, Inc. interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any application state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Interested Person: Any director, principal officer or member of a committee with governing board delegated powers, who has a direct or indirect financial interest as defined below is an interested person.

Financial interest: A person has a financial interest if the person has directly or indirectly through business, investment or family: (a) an ownership or investment in any entity with which Life with Dogs Fund, Inc. has a transaction or arrangement. (b) compensation arrangement with Life with Dogs Fund, Inc. or with any entity or individual with which Life with Dogs Fund, Inc. has a transaction or arrangement, or (c) a potential ownership or investment in, or compensation with, any entity or individual with which Life with Dogs is negotiating a transaction or arrangement.

Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Records: The names of persons who disclose or are found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committees decision as to whether a conflict of interest in fact existed.

Compensation:

- (a) Any director, principal officer or member of a committee who has a conflict of interest, indirectly through business, investment or family from the organization,

Life with Dogs Fund Inc., is precluded from voting on matters pertaining to their own compensation.

- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly from the organization, Life with Dogs Fund, Inc. is precluded from voting on matters pertaining to that member's compensation.
- (c) Any director, principal officer or member of a committee who has a conflict of interest, indirectly through business, investment or family from the organization, Life with Dogs Fund Inc., is precluded from voting on business deals where there is direct or indirect interest through investment, family or personal interest.

The date of each amendment(s) adoption: May 4, 2010
(date of adoption is required)
Effective date if applicable: JUNE 1, 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 June 1, 2010

Signature Janet P. Diamond
(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)

Janet P. Diamond
(Typed or printed name of person signing)

Vice President & Co-Founder
(Title of person signing)