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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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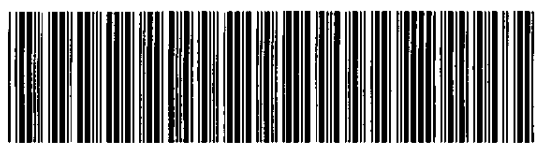
(Business Entity Name)

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TALLAHASSEE, FLORIDA

ep 7/24/09

LAW OFFICES
DULMER & TRACY
CHARTERED

JOHN J. DULMER, JR.
DENNIS J. TRACY

TELEPHONE
(941) 485-7761
TELECOPY
(941) 488-9482

July 21, 2009

Corporate Records Bureau
Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32301

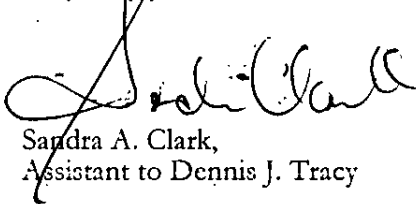
Re: Compassion For Pets, Inc.

Dear Madam:

Enclosed herewith please find an original and one copy of the Articles of Organization and Certificate of Resident Agent in connection with the above referenced matter. In addition, please find our check in the amount of \$96.25 representing the fee for filing the Articles of Incorporation, a Certificate of Status and one (1) certified copy of the Articles of Incorporation.

Should you have any questions or require anything additional, please feel free to contact our office.

Very truly yours,



Sandra A. Clark,
Assistant to Dennis J. Tracy

sac
enclosures

ARTICLES OF INCORPORATION
OF
COMPASSION FOR PETS, INC.
A FLORIDA NONPROFIT CORPORATION

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ARTICLE ONE.

NAME

The name of the corporation is **Compassion For Pets, Inc.**

ARTICLE TWO.

STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act.

ARTICLE THREE.

PURPOSES

The specific and primary purposes for which this corporation is formed are to operate for the advancement of pet education, the care of pets, and for other purposes related to the care of pets as may be more fully set forth in the bylaws for the corporation.

The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

This corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

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ARTICLE FOUR.
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE FIVE.
MEMBERSHIP

The corporation shall have a membership distinct from the Board of Directors. Any person paying dues as provided for in the bylaws and agreeing to be bound by the Articles of Incorporation of this corporation, by its bylaws, and by such rules and regulations as the Directors may from time to time adopt, is eligible for membership in the corporation. The Directors shall from time to time prescribe the form and manner in which application may be made for membership.

ARTICLE SIX.
INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation is 1206 Wyeth Drive, Nokomis, Florida 34275.

ARTICLE SEVEN.
LOCATION OF INITIAL REGISTERED OFFICE AND NAME OF
INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation is 1206 Wyeth Drive, Nokomis, Florida 34275.

The name of the initial registered agent at such address is Xenia S. Mathews.

ARTICLE EIGHT.
INITIAL DIRECTORS

There shall be three individuals constituting the initial Board of Directors, Managers, or Trustees.

The name and address of each person who is to serve as an initial Director, Manager, or

Trustee is set forth for each person.

<u>NAME</u>	<u>ADDRESS</u>
1. Xenia S. Mathews	1206 Wyeth Drive, Nokomis, Fl. 34275
2. Robert Skogland	200 Palmetto St., Nokomis, Fl. 34275
3. Judy Lane	1847 Wharf Road, Sarasota, Fl. 34231

ARTICLE NINE.

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be three; provided, however, that such number may be changed by a bylaw duly adopted by the members. Such Directors shall be elected as provided in the bylaws.

B. Corporate Officers: The Board of Directors shall elect the following officers: President, Vice President, Treasurer, and Secretary, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Such officers shall be initially elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>NAME AND ADDRESS</u>	<u>OFFICE</u>
1. Xenia S. Mathews, 1206 Wyeth Drive, Nokomis, Fl. 34275	President
2. Robert Skogland, 200 Palmetto St., Nokomis, Fl. 34275	Vice President/Treasurer
3. Judy Lane, 1847 Wharf Road, Sarasota, Fl. 34231	Secretary

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ARTICLE TEN.

DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for charitable purposes which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

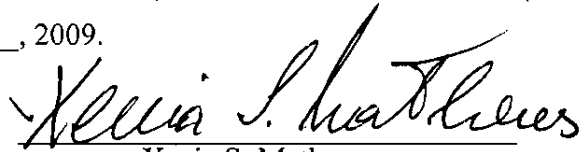
ARTICLE ELEVEN.

INCORPORATOR

The name and address of the person acting as Incorporator is:

NAME	ADDRESS
Xenia S. Mathews	1206 Wyeth Drive, Nokomis, Fl. 34275

The undersigned, being the incorporator of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of the State of Florida has executed these Articles of Incorporation on June 29,, 2009.


Xenia S. Mathews

STATE OF FLORIDA
COUNTY OF SARASOTA

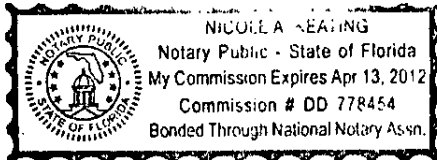
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Xenia S. Mathews, to me well known to be the person described in, and she acknowledged before me that she executed the same for the purposes therein expressed.

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WITNESS my hand and official seal in the County and State last aforesaid this 29 day
of June 29, 2009.

My Commission Expires:

Nicole A. Keating
Notary Public



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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST . . . That **Compassion For Pets, Inc.**, desiring to organize or qualify under the laws
of the State of Florida, with its principal place of business at 1206 Wyeth Drive, Nokomis, Florida
34275, hereby appoints as its agent to accept service of process within Florida, the following:

Xenia S. Mathews

SIGNATURE: Xenia S. Mathews
(Corporate Officer)

TITLE: President

DATE: June 29, 2009

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: Kevin L. Matthews

(Registered Agent)

DATE: June 29, 2009

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