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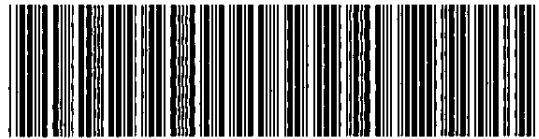
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2009 AUG -7 P 3 52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: Happy Tailz Pet Rescue, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Michael S. Byrnes, Esq.
Name (Printed or typed)

1200 East Las Olas Boulevard, Suite 400
Address

Fort Lauderdale, Florida 33301
City, State & Zip

(954) 703-3900
Daytime Telephone number

michael.byrnes@fowlerwhite.com ✓
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**Articles of Incorporation
of
Happy Tailz Pet Rescue, Inc.**

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The undersigned, desiring to form a corporation in accordance with Chapter 617 of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE ONE
NAME**

The name of the corporation is HAPPY TAILZ PET RESCUE, INC. (the "Corporation").

**ARTICLE TWO
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be located at 920 North East 35th Street, Oakland Park, Florida 33334.

**ARTICLE THREE
PURPOSES**

The purposes for which the Corporation is organized are as follows:

1. To take such actions as are necessary to improve the welfare of animals in South Florida through the rescue and transportation of special needs animals;
2. To coordinate the efforts being made by various groups to improve animal welfare so as to maximize efficacy and results of their efforts;
3. To engage generally in the business of a not for profit corporation as the same is now or hereafter defined by statute, rule or regulation, and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto;
4. To engage in such other business as may be authorized or permitted by Chapter 617 of the Florida Statutes; and
5. To engage in all lawful activities for which corporations exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") may engage; other endeavors that further the purposes of the Corporation as the Board of Directors from time to time shall determine; and all other legal activities.

**ARTICLE FOUR
501(c)(3) RESTRICTIONS**

1. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes as are necessary to improve the welfare of animals in South Florida through the rescue and transportation of special needs animals and the

making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it or on its behalf and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other purposes not permitted to be carried on by (i) an organization exempt from federal income tax under Section 501(c)(3) of the Code or corresponding section of any future federal tax code, or (ii) an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

3. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future 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 a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE FIVE MANNER OF ELECTION

The manner in which the Board of Directors are elected or appointed shall be by majority vote of the existing Directors. The initial Directors shall be chosen by the Incorporator.

ARTICLE SIX DIRECTORS

The Corporation shall initially have three Directors, which number may be increased pursuant to the Bylaws of the Corporation but shall never be fewer than one. The initial directors are:

<u>Name</u>	<u>Address</u>
Jacklyn Treneer	920 North East 35 th Street, Oakland Park, Florida 33334;
Laura Evatt, DMD	5520 North East 18 th Terrace, Fort Lauderdale, Florida 33308; and
Marybeth Anglescy	6832 North West 26 th Avenue, Fort Lauderdale, Florida 33309.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE SEVEN
REGISTERED AGENT**

The name and Florida street address of the registered agent for the Corporation shall be Michael S. Byrnes, 1200 East Las Olas Boulevard, Suite 400, Fort Lauderdale, Florida 33301.

**ARTICLE EIGHT
INCORPORATOR**

The name and address of the Incorporator is Jacklyn Treneer, 920 North East 35th Street, Oakland Park, Florida 33334.

4th In witness whereof, the undersigned has executed these Articles of Incorporation this day of August, 2009.

By: Jacklyn Treneer
Jacklyn Treneer
Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By: Michael S. Byrnes
Michael S. Byrnes
Registered Agent