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THE MIAMI-DADE ANIMAL SERVICES FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
THE MIAMI-DADE ANIMAL SERVICES FOUNDATION, INC.**

**ARTICLE I
NAME**

Section 1.01 The name of the Corporation is as follows:

THE MIAMI-DADE ANIMAL SERVICES FOUNDATION, INC.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

Section 2.01 The principal office and mailing address of the initial registered office of the Corporation in the State of Florida shall be as follows:

The Miami-Dade Animal Services Foundation, Inc.
7401 NW 74 Street
Miami, FL 33166-2493

The Corporation may maintain offices and transact business in such other places within or without the State of Florida, as may from time to time be determined by the Board of Directors.

**ARTICLE III
PURPOSE AND FUNCTIONS**

Section 3.01 The Corporation is organized to provide a broad source of community support for the care and treatment of animals in Miami-Dade County, including promoting programs to reduce the animal overpopulation, capital campaigns, promoting responsible pet ownership, decreasing the number of animals surrendered to shelters, and encouraging adoption of animals from the shelter operated by the Miami-Dade County Animal Services Department.

Section 3.02 The Corporation is incorporated as a not-for-profit corporation, organized solely for charitable, scientific, literary, and educational purposes pursuant to the Florida Corporation Not for Profit Law set forth in Chapter 617 of the Florida Statutes and within the scope of Section 501(c)(3) of the Internal Revenue Code, as amended. In furtherance of these purposes, the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations.

Section 3.03 The Corporation shall be a public charity and not a private foundation as defined by Section 509 of the Internal Revenue Code. However, if at any time the Corporation shall be deemed to be a private foundation, then notwithstanding any other provisions contained in these Articles, the Corporation shall comply with, and shall not conduct or carry on any activities prohibited by Section 617.0835 of the Florida Statutes, and the Corporation:

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- (a) will distribute for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law;
- (b) will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal law;
- (c) will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law;
- (d) will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law;
- (e) will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law.

Section 3.04 Each year, as part of its annual budget, the Corporation shall make a cash donation (the "Donation") to the Animal Services Trust Fund, created by Miami-Dade County Resolution No. R-1385-06 and administered by the Miami-Dade County Animal Services Department. The Donation shall be governed by the following:

- (a) The Donation shall be at least 25% of the value of all charitable contributions (as defined in the United States Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law) received by the Corporation during the preceding budget year. With regard to investments made for the benefit of the Corporation with such charitable contributions, the Donation shall include at least 20% of all returns obtained during the preceding budget year.
- (b) The use of the Donation shall be governed by Miami-Dade County Resolution No. R-1385-06, as may be amended from time to time. The Corporation shall not place any additional terms or limitations on the Donation, except that where the funds originated from private donors, the Donation shall be subject to any restrictions placed on those funds by their donors.
- (c) To further this purpose, the Corporation may direct various fundraising activities to the general public or to targeted groups. The Corporation may conduct various fundraising activities including without limitation lectures, concerts, receptions, and dinners. These fundraising activities shall be subject to the following:
 - (i) To the extent allowed by Generally Accepted Accounting Principles, the Corporation may account for such activities as program activities for the limited purpose of ensuring that the Corporation's financial statements comply with Generally Accepted Accounting Principles.
 - (ii) Neither the value nor the cost of such activities shall be counted as part of the Donation.
 - (iii) The cost of such activities shall be treated as fundraising expenses and not as contributions for the purposes of complying with National Standards of Philanthropy, established by the National Charities

Information Bureau that are applicable to private, non-profit fundraising groups, as well as the standards for Charitable Solicitations established by the Council for Better Business Bureaus that are applicable to private, non-profit fundraising groups.

(iv) In the event of a conflict, subsections (ii) and (iii) shall prevail over subsection (i).

Section 3.05 To carry out its general purposes, the Corporation may also assist any other governmental, religious, scientific, educational, or charitable institution or group that the Board of Directors may designate. These institutions or groups may include those with programs designed to assist in the care and treatment of animals in Miami-Dade County. The Board of Directors shall determine the amount of funds or property to be donated to each such institution or group, and any conditions which may be attached to each donation.

Section 3.06 Limitations of Powers of Corporation. Notwithstanding any powers granted to the Corporation by these Articles, the By-laws of the Corporation, or the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(a) The Corporation shall not conduct or carry on any activities not permitted by Section 501(c)(3) of the Internal Revenue Code and its regulations, as amended.

(b) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization to which contributions are deductible under Sections 170, 2055, or 2522 of the Internal Revenue Code and its regulations, as amended.

(c) The Corporation shall not engage in, or assist any group to engage in, activities that are prohibited by or contrary to any Miami-Dade County ordinance or resolution or to the policies of the Miami-Dade County Animal Services Department.

(d) 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.

(e) No part of the net earnings of the Corporation shall be distributed to any Director, Officer, or employee of the Corporation, or any other private person; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes, and the Corporation may confer benefits upon its employees in conformity with its purposes.

(f) No Director, Officer, or employee of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 3.07 The Corporation is to be organized on a nonstock basis.

Section 3.08 The Corporation shall have no members.

Section 4.05 Quorum and Voting.

(a) A majority of the Directors then appointed shall constitute a quorum for the transaction of business by the Directors, and whenever any corporate action is to be taken by vote of the Directors, it shall, except as otherwise required in these Articles, be authorized by a majority of the votes cast at a meeting of the Directors. Except as otherwise provided by law or by these Articles, the vote of a majority of the Directors present at a meeting at the time of a vote, if a quorum is present, shall be the act of the Board. In the absence of a quorum, those present at the meeting may take an adjournment, from time to time, until a quorum shall be present.

(b) No Director may abstain from voting except for an asserted conflict of interest, which must be stated on the record. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the Director votes against the action or abstains because of an asserted conflict of interest.

Section 4.06 Meetings of Directors.

(a) Every meeting of persons who are Directors of the Corporation at which there is a quorum shall be a meeting of the Board of Directors, and except as otherwise provided in these Articles, any action taken at such meeting shall be the action of the Board of Directors in so far as it is authorized by law.

(b) Regular meetings, at which any action taken shall be action only of the Board of Directors, shall be held on such days, times, and places as the Board of Directors shall determine.

(c) An Annual Meeting shall be held for the election of officers and for the transaction of such other business as may properly come before the Directors. The Annual Meeting shall be held on a day, time, and place as the Board of Directors shall specify in the notice of meeting.

(d) Special meetings shall be called at any time by the Secretary, upon the request of the President or upon the written demand of any three Directors.

(e) All meetings shall be held at such time and place, within Miami-Dade County, as may from time to time be fixed by the Board of Directors or, in the case of regular meetings, as may be fixed by the President or the Secretary and, in the case of annual meetings and special meetings, as may be designated in the respective notices or waivers of notice thereof.

(f) Meetings shall be conducted in accordance with Robert's Rules of Order Revised to the extent applicable and consistent with these Articles and the Bylaws.

(g) No notice of the time, place, or purpose of any meeting of the Corporation or of the Board of Directors, or any publication thereof, whether prescribed by law or by these Articles, need be given to any person who attends such meeting or who, in writing executed before or after the holding thereof, waives such notice.

(h) Action taken at meetings of the Board of Directors shall be recorded in minutes. Such minutes need not distinguish between the different types of meetings in which action is taken.

(i) The Secretary shall maintain a record of attendance of the Directors at the regular meetings.

ARTICLE V
MISCELLANEOUS PROVISIONS

Section 5.01 Annual Report. Consistent with the national fundraising standards as set forth in Section 3.04 and the requirements of Chapter 496, Florida Statutes, the Corporation shall provide the Miami-Dade County Manager and the Director of the Miami-Dade County Animal Services Department with an annual report that includes the following:

- (a) An explicit narrative description of the organization's major activities, in a form approved by the County.
- (b) A list of Directors and their addresses, including some identifying information on each member.
- (c) Audited financial statements complying with OMB Circular A-133.
- (d) Form 990, including all attachments, as filed with the Internal Revenue Service.
- (e) Financial report forms as filed with the Florida Department of Agriculture and Consumer Services, pursuant to the requirements of § 496.407, Florida Statutes.

Section 5.02 Execution of Corporate Documents. The Board of Directors may designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation. When the execution of any contract, conveyance, or other instrument arises in the ordinary course of the Corporation's activities, or has been authorized without specification of the executing officers, any officer may execute the same in the name and on behalf of the Corporation and may affix the corporate seal thereto. No person holding more than one office shall execute, acknowledge, or verify an instrument in more than one capacity.

Section 5.03 Depositories. All monies, securities, and other valuables of the Corporation shall be deposited in the name of the Corporation in such banks trust companies or corporate safe deposit vaults as the Board of Directors from time to time shall designate for such purposes. Valuables shall be withdrawn only by check or orders personally signed by such officers or agents as may be designated from time to time by the Board of Directors.

Section 5.04 Indemnification of Officers and Directors.

- (a) Each person who acts as a Director or Officer of the Corporation shall be indemnified by the Corporation against any costs and expenses which may be imposed upon or reasonably incurred in connection with any action, suit, or other proceeding in which the Director or Officer may be named as a party defendant by reason of being or having been a Director or Officer, or by reason of an action alleged to have been taken or omitted in the person's capacity as Director or Officer to the fullest extent permitted by Section 617.0831, Florida Statutes.
- (b) This right of indemnification shall inure to each Director and Officer whether or not the person is serving as Director or Officer at the time costs or expenses are imposed or incurred, and whether or not the claim is based on matters which antedate the adoption of these Articles; and in the event of the death of the Director or Officer, this right of indemnification shall extend to the deceased's legal representatives.

(c) The Corporation shall have power to purchase and maintain insurance to indemnify the Corporation and its Directors and Officers to the full extent insurance is permitted by law.

(d) Each person who shall act as Director or Officer shall be deemed to be doing so in reliance upon such right of indemnification; and such right shall not be exclusive of any other right which person may have.

(e) Any amendment of this Section or of any other provision of these Articles or the By-laws of the Corporation that has the effect of increasing Director liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment.

Section 5.05 Corporate Records. Corporate records shall be available for inspection according to federal and state regulations.

Section 5.06 Amendment of Articles of Incorporation. These Articles may be amended by the affirmative vote or written consent of two-thirds of the Directors of the Corporation then appointed. It is provided, however, that the following provisions shall not be amended unless also approved by the Miami-Dade County Board of County Commissioners: the Purpose and Functions of the Corporation (Article III); numbers and qualifications of Directors (Section 4.01); appointment of Directors (Section 4.02); terms of Directors (Section 4.03); resignation, removal, and vacancies on Board of Directors (Section 4.04); quorum and voting requirements for meetings of Directors (Section 4.05); the Annual Report (Section 5.01); Amendment of Articles of Incorporation (Section 5.06); and Dissolution (Section 5.07). Notice of a proposed amendment shall be furnished to all Directors at least ten days in advance of the meeting at which the amendment is to be considered.

Section 5.07 Dissolution. Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the Board of County Commissioners of Miami-Dade County for a public purpose.

ARTICLE VI **REGISTERED AGENT**

Section 6.01 The initial Registered Agent of this Corporation shall be:

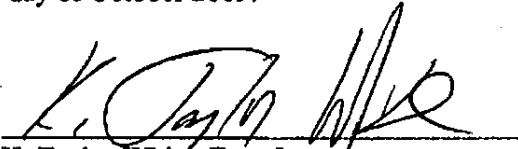
K. Taylor White, Esq.
150 West Flagler Street, Suite 2200
Miami, Florida 33130

ARTICLE VII **INCORPORATOR**

Section 7.01 The name and street address of the person signing these Articles is:

K. Taylor White, Esq.
150 West Flagler Street, Suite 2200
Miami, Florida 33130

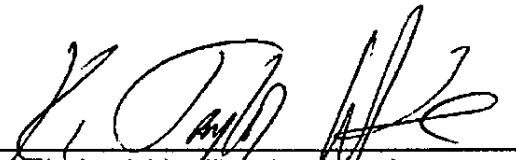
IN WITNESS WHEREOF, the undersigned, being the Incorporator, has signed these Articles of Incorporation of the Corporation this 21st day of October 2009.


K. Taylor White, Esq., Incorporator

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for Miami-Dade Animal Services Foundation, Inc. at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 617, Florida Statutes.

Dated: October 21, 2009


K. Taylor White, Esq., Registered Agent

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