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**FLORIDA PROFIT/NON PROFIT CORPORATION
PET FOSTERNANNY FOUNDATION, INC.**

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ARTICLES OF INCORPORATION

of

**PET FOSTER NANNY FOUNDATION, INC.
(a Florida Not For Profit Corporation)**

The undersigned, acting as incorporator, does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes.

ARTICLE I

The name of this corporation shall be the PET FOSTER NANNY FOUNDATION, INC.

ARTICLE II

The street address of the principal office and mailing address of the corporation is:

AMY ROSEN
6459 Dorsay Court
Delray Beach, Florida 33484

ARTICLE III

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE IV

The corporation is a not for profit corporation. The corporation is organized exclusively for the prevention of cruelty to animals, by providing interim housing and care for sick, injured, abused and neglected animals and animals with special needs; and for making distributions to and otherwise aiding organizations whose purposes are consistent with these purposes and that qualify as exempt

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organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE V

- A. No Stockholders. The corporation is organized upon a non-stock basis.
- B. Members. There shall be one class of membership. The corporation may issue certificates of membership.
- C. Rights and Liabilities of Members. The members of the corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of the corporation. Members of the corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation and, except as may be provided by law, shall not be liable to the corporation for dues, assessments, or fees.

ARTICLE VI

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

MELVIN J. JACOBOWITZ
JACOBOWITZ & OSTROFF, P.A.
11900 BISCAYNE BLVD., SUITE 720
MIAMI, FLORIDA 33181

ARTICLE VI

The corporation shall have, initially, three (3) directors. The number of directors may be changed, from time to time, in accordance with the Bylaws, provided that there shall at all times be at least

three (3) directors. The name and address of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, are:

AMY ROSEN
6459 Dorsay Court
Delray Beach, Florida 33484

JAY ROSEN
6459 Dorsay Court
Delray Beach, Florida 33484

MELVIN J. JACOBOWITZ
1526 N.E. Quayside Terrace
Miami, Florida 33138

The method of election of the directors and their term of office shall be in accordance with the Bylaws.

ARTICLE VIII

The name and address of the Incorporator is:

MELVIN J. JACOBOWITZ
JACOBOWITZ & OSTROFF, P.A.
11900 BISCAYNE BLVD., SUITE 720
MIAMI, FLORIDA 33138

ARTICLE IX

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation 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 Article IV 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation (a) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or (b) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE X

A. Distribution of Income. The corporation shall distribute its income 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, as amended, or the corresponding section of any future federal tax code.

B. Self-dealing. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

C. Excess Business Holdings. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

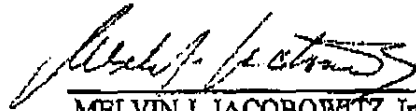
D. Investments Jeopardizing Charitable Purpose. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

E. Taxable Expenditures. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE XI

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of (or distributed to any one or more organizations operated exclusively for charitable purposes and which qualifies as tax exempt under) Section 501(c)(3) of the Internal Revenue of 1986, as amended, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a corporation not for profit to do business both within and without the State of Florida, under the Florida Not For Profit Corporation Act, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 28th day of January, 2010.




MELVIN J. JACOBOWITZ, Incorporator

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been designated as the registered agent in the foregoing Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of the position of registered agent under Section 607.0505, Florida Statutes. I reside in the State of Florida, and my business office is identical with the registered office of the corporation named above.


MELVIN J. JACOBOWITZ, Registered Agent

Pet Foster Nanny Foundation/ Articles

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