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FLORIDA PROFIT/NON PROFIT CORPORATION
Halley's K-9s For Veterans, Inc.

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**ARTICLES OF INCORPORATION
OF
HALLEY'S K-9s FOR VETERANS, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a not-for-profit corporation (the "Corporation") under the Florida Not-for-Profit Corporation Act (the "Act"), as follows:

**ARTICLE I
NAME**

The name of the Corporation is Halley's K-9's For Veterans, Inc.

**ARTICLE II
TERM OF EXISTENCE**

Corporate existence will commence on March 25, 2010, in accordance with Section 617.0203(1) of the Act.. The Corporation will have perpetual existence thereafter.

**ARTICLE III
PURPOSES**

The Corporation is formed exclusively for charitable scientific purposes, including providing relief to disabled veterans of all war eras by providing them with obedient service dogs which will assist them in overcoming their invisible disabilities in order to become more productive and functional and for all other lawful purposes for a not-for-profit corporation.

**ARTICLE IV
POWERS**

The Corporation will have all powers granted by law to not-for-profit corporations subject to the limitations described elsewhere in these Articles of Incorporation and as may be required in order for the Corporation to maintain its nonprofit and tax-exempt status under both Florida law and the Internal Revenue Code of 1986, as amended from time to time, or its successor laws and regulations (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Corporation will not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code. In attempting to fulfill the general nature of the objectives of this Corporation, and to ensure that it meets with the requirements of an exempt organization under Section 501(c)(3) of the Code, the Corporation will strictly adhere to the following:

- (1) The Corporation will not engage in any act of self-dealing as defined in the Code that would jeopardize its tax-exempt status;
- (2) The Corporation will not allow its members or directors to have a vested interest in its assets;

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(3) The Corporation will not make any investments which would jeopardize its charitable purpose.

**ARTICLE V
LIMITATION ON ACTIVITIES**

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes). Nothing in these Articles of Incorporation restricts the Corporation from reimbursing the members for funds borrowed by the Corporation or paying reasonable compensation for services performed.

**ARTICLE VI
DISSOLUTION**

Upon dissolution of this Corporation, after providing for all of the Corporation's liabilities, all assets of the Corporation shall be distributed to organizations determined exempt by the Internal Revenue Service under Section 501(c)(3) of the Code (e.g., charitable, educational, religious or scientific organizations) within the meaning of Section 501(c)(3) of the Code. None of the net assets of the Corporation will be distributed to or for the benefit of any member, trustee, officer or director of the Corporation or to any other individual.

**ARTICLE VII
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 907 East 129th Avenue, Tampa, Florida 33612-3513

**ARTICLE VIII
DIRECTORS**

The Corporation will have 8 directors initially. Directors may be elected, removed from office and hold office as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, provided that the Corporation will always have at least 3 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

NAME	ADDRESS
James Bransford	810 Ben Lomand Drive Temple Terrace, Florida 33612
Mike Halley	907 East 129th Avenue Tampa, Florida 33612

Lea Kerr 10144 Arbor Run Drive, #113
Tampa, FL 33647

Dana Kemper 1016 Malletwood Drive
Brandon, Florida 33510

Dr. Uthaya Kumar 13709 Wilkes Drive
Tampa, Florida 33604

Patina Ripkey 16315 Heathrow Drive
Tampa, Florida 33647

Melissa Sosa 934 W. Brandon Boulevard
Brandon, Florida 33511

Dee Williams 8563 Hunters Key Circle
Tampa, Florida 33647

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is c/o DLA Piper LLP (US), 100 North Tampa Street, Suite 2200, Tampa, Florida 33602 and the name of its initial registered agent at such address is Cheryl S. Lucente.

ARTICLE X
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Cheryl S. Lucente	DLA Piper LLP (US) 100 North Tampa Street, Suite 2200 Tampa, Florida 33602

ARTICLE XI
BYLAWS

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

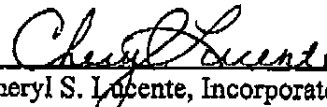
ARTICLE XII
INDEMNIFICATION

The Corporation will indemnify any member, director or officer or any former member, director or officer, to the fullest extent permitted by law.

ARTICLE XIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on March 25, 2010.




Cheryl S. Lucente, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I 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.

Dated: March 25, 2010



Cheryl S. Lucente

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