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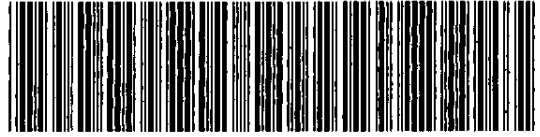
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 APR 19 PM 12:45

APPROVED,
AND
FILED

VH

**ARTICLES OF INCORPORATION
OF
Randall's Rescue, Inc.
A Florida "Not for Profit" Corporation**

APPROVED
AND
FILED
10 APR 19 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is Randall's Rescue, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the corporation is located at 69 Pecan Pass, Ocala, FL 34472.

**ARTICLE III
MAILING ADDRESS**

The mailing address of the corporation is 69 Pecan Pass, Ocala, FL 34472.

**ARTICLE IV
REGISTERED AGENT**

The name of the registered agent of the corporation is Carl M. Randall. The address of this registered agent is 69 Pecan Pass, Ocala, FL 34472.

**ARTICLE V
DURATION/MEMBERSHIP**

The period of duration is perpetual. The Corporation shall have no "voting members." The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

**ARTICLE VI
MANNER OF ELECTION**

The method of election of the Board of Directors and number of directors shall be stated in the bylaws.

**ARTICLE VII
BOARD OF DIRECTORS**

The current members of the Board of Directors of the Corporation, their Corporate titles, and their addresses are as follows:

Carl M. Randall, President/CEO, 69 Pecan Pass, Ocala, FL 34472
Carl W. Randall, Vice President, 3578 E. Bernice St., Inverness, FL 34453
Tracey Randall, Secretary/Treasurer, 3578 E. Bernice St., Inverness, FL 34453

**ARTICLE VIII
INCORPORATORS**

The name and address of the incorporator is: Carl M. Randall, 69 Pecan Pass, Ocala, FL 34472.

**ARTICLE IX
CORPORATE PURPOSES**

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. Specifically the Corporation is organized for the purpose of the prevention of cruelty to animals. In furtherance of this purpose, the Corporation will, among other things, provide shelter for animals both rescued and/or fostered, provide shelter for stray animals, homes for homeless animals, and provide support of spay/neuter programs. The corporation will help provide humane education to the public, including but not limited to, instruction on animal cruelty, animal training/behavioral issues, proper animal care and protection, and the importance of spaying/neutering. The organization will work toward building a sanctuary/shelter to house the animals that need a place to live.

2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

4. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

5. Solely for the purposes above, the Corporation is empowered to exercise all rights and powers conferred on nonprofit corporations by the laws of the State of Florida including, without limitation, the power to purchase or otherwise acquire real or personal property and sell or otherwise convey the same.

**ARTICLE X
501(c)(3) LIMITATIONS**

It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501 (a) of the Internal Revenue Code (the "Code") as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(2) of the Code. These Articles shall be limited accordingly as follows:

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed, as determined by the Board of Directors, to one or more organizations recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE XI
LIMITATION ON LIABILITY/INDEMNIFICATION**

No Director or officer of the Corporation shall be personally liable to the Corporation for civil claims arising from acts or omissions made in the performance of his or her duties as a Director or officer while in the scope of normal business activities.

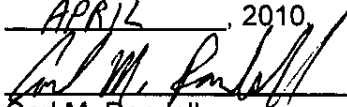
Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by his/her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

**ARTICLE XII
EFFECTIVE DATE OF INCORPORATION**

The effective date of the Corporation will be May 1, 2010.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 15TH day of APRIL, 2010.

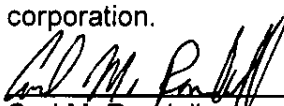


Carl M. Randall

REGISTERED AGENT'S

ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Randall's Rescue, Inc., a Florida not for profit corporation.



Carl M. Randall

Date: 4/15/2010

APPROVED
AND
FILED
10 APR 19 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA