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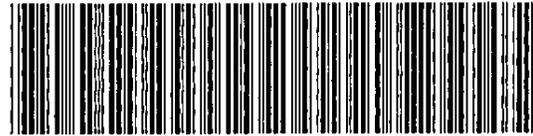
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10 MAY 21 PM 3: 14

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Pawstrong Animal Cancer Foundation, Inc.

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by: SETH 05/21/10 11:00

Name Date Time

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I
NAME

Pawstrong Animal Cancer Foundation, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal street address and mailing address is 9820, S.W. 85th
Terrace, Miami, FL 33173.

ARTICLE III
PURPOSE

The purpose for which the corporation is organized is as follows:
In general this non-profit corporation is organized exclusively for one or more of the purposes as specified in §501 (c) (3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically the corporation is being organized to raise funds for research promoting advances in the diagnosis or treatment of canine and feline cancers and to assist with the payment of canine and feline cancer treatment by senior citizens with limited financial resources.

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ARTICLE IV
MANNER OF ELECTION

The manner in which the directors are elected or appointed:
The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three.

ARTICLE V
INITIAL DIRECTORS AND/OR OFFICERS

- (1) Dr. David Lurie, 3071 Virginia Street, Coconut Grove, FL 33133.
- (2) Dr. Patrick Mornane, 2931 SW 30 Court Apt A, Miami Fl 33133.
- (3) Vickie Lynn Saez, 9820 SW 85th Terrace, Miami, FL33173
- (4) Jeremiah Mullane, 3968 Georgetown Ct NW Washington, DC 20007.
- (5) Edward DeBartolo Jr., 16210 Sierra de Avila, Tampa, 33163.

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

Lawrence Arnkoff, 9200 S. Dadeland Blvd. Suite 412, Miami, Florida
33156.

ARTICLE VII
INCORPORATOR

Law Office of Lawrence Arnkoff, 9200 S. Dadeland Blvd. Suite 412,
Miami, Florida 33156.

ARTICLE VIII

POWERS

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article III.
2. No activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.
3. In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.

ARTICLE IX

MEETINGS

- 1.) After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended. At that time the board of directors shall meet to appoint officers, adopt bylaws and conduct other necessary business.
- 2.) The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed e-mail communications provided all board members agree.

ARTICLE X

AMENDMENTS TO ARTICLES and BYLAWS

Section 1. The bylaws of this corporation shall be made, altered and amended by the board of Directors at any regular or special meeting held in accordance with the bylaws.

Section 2. This corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by the laws of the State of Florida. All rights conferred on directors and officers herein are granted subject to this reservation.

Section 3. The articles of incorporation of the corporation may be amended

at any meeting of the board of directors by a vote of two thirds (2/3) of those present either in person or by proxy provided that notice of the substance of the proposed amendment is sent to all the trustees at least ten days before the meeting and provided that the affirmative vote shall constitute not less than a majority of all the trustees.

Section 4. The bylaws may be amended at any meeting of the board of trustees by a vote of two-thirds (2/3) of those present, provided notice of the proposed amendment is sent to all the trustees at least ten days prior to the meeting and provided that an affirmative vote shall constitute not less than a majority of all the trustees.

ARTICLE XI

DISSOLUTION

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 Internal Revenue Code, or the corresponding section of any future federal 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 so 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.

ACCEPTANCE BY REGISTERED AGENT:

Having been appointed the Registered Agent of the Pawstrong Animal Cancer Foundation, Inc., and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity. I further 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 my position as registered agent.

Dated this 17th day of May, 2010.

Registered Agent:



Lawrence Arnkoff

Incorporator:



Lawrence Arnkoff

Law Office of Lawrence Arnkoff, 9200 S. Dadeland Blvd. Suite 412,
Miami, Florida 33156.

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