

N10000005247

(Requestor's Name)

(Address)

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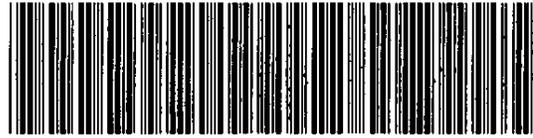
(Business Entity Name)

(Document Number)

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
10 MAY 28 AM 11:33

W1-18901

LAW OFFICES OF  
W. TIMOTHY WEEKLEY, P.A.

17 W. CERVANTES ST.  
PENSACOLA, FL 32501  
TEL: (850) 433-6264  
FAX: (850) 434-3597  
[www.wtimothyweekley.com](http://www.wtimothyweekley.com)

9 April 2010

Florida Department of State  
**Attn. Registration Section**  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

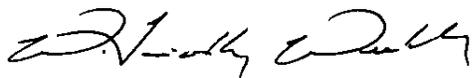
Re: Hotel for Dogs and Cats of Northwest Florida, Inc.

Dear Sir or Madam:

The enclosed Articles of Incorporation are submitted for filing. Please find a check in the amount of \$78.75 for the required filing fees and a certified copy.

Please return all correspondence concerning this matter to the address listed above. For further information concerning this matter, please feel free to call me at (850) 433-6264.

Kindest Regards,



W. Timothy Weekley

WTW

Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 19, 2010

W. TIMOTHY WEEKLEY, ESQ.  
17 W CERVANTES ST  
PENSACOLA, FL 32501

SUBJECT: HOTEL FOR DOGS AND CATS OF NORTHWEST FLORIDA, INC.  
Ref. Number: W10000018901

We have received your document for HOTEL FOR DOGS AND CATS OF NORTHWEST FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight  
Regulatory Specialist II  
New Filing Section

Letter Number: 910A00009568

**ARTICLES OF INCORPORATION**  
**OF**  
**HOTEL FOR DOGS AND CATS OF NORTHWEST FLORIDA, INC.**  
**A Florida Nonprofit Corporation**

FILED  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
10 MAY 28 AM 11:33

**ARTICLE ONE**

**NAME**

The name of the Corporation is HOTEL FOR DOGS AND CATS OF NORTHWEST FLORIDA, INC.

**ARTICLE TWO**

**DURATION**

This Corporation shall commence corporate existence upon filing of these Articles of Incorporation with the Florida Department of State and shall have perpetual existence.

**ARTICLE THREE**

**PURPOSE**

A. This is a nonprofit corporation organized solely for operation as an organization to protect, and prevent cruelty to, animals pursuant to the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes.

B. The primary purposes for which this Corporation is formed are to protect animals and prevent cruelty to animals by providing shelter and adoptions for homeless or abused animals and to provide medical care for those animals.

C. The general purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational 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.

#### **ARTICLE FOUR**

##### **POWERS**

The Corporation shall have all the rights and powers customary and proper for tax exempt nonprofit corporations, including the powers specifically enumerated for nonprofit corporations in Chapter 617 of the Florida Not for Profit Corporation

#### **ARTICLE FIVE**

##### **LIMITATION OF POWERS**

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to directors, officers, or 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 purpose set forth in these Articles.

B. 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.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code.

D. By a two-thirds (2/3) vote of all of the Directors, the Corporation may cease corporate activities and dissolve and liquidate the Corporation. Upon the dissolution of the Corporation the last Directors shall make provision for the payment of all the liabilities of the Corporation and shall distribute the assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of the 1986 or any corresponding section of any future federal tax code, to such organizations organized and operated exclusively for such purposes. Assets not so distributed shall be disposed of by the Circuit Court in and for Escambia County, Florida, exclusively for such purposes or to such organizations, as that Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE SIX**

#### **INCORPORATOR**

The name and street address of the Incorporator of this Corporation is as follows:

Pamela Bell  
4110 Creighton Road  
Pensacola, Florida 32504

#### **ARTICLE SEVEN**

#### **PRINCIPAL OFFICE AND AGENT**

The principal office of the Corporation shall be located at 4110 Creighton Road, Pensacola, Florida 32504, and the initial registered agent of the Corporation at that address shall be Pamela Bell. The Corporation may change its registered agent or the location of its principal office or its mailing address from time to time without amendment of these Articles of Incorporation.

## ARTICLE EIGHT

### DIRECTORS

A. The corporation is organized on a non-stock basis and shall have no members. The powers of this corporation shall be exercised, its property controlled, and its affairs under the direction of and conducted by the Directors of the corporation.

B. The term of each Director shall be for three (3) years. A Director may be appointed for successive three (3) year terms. The names and addresses of the persons who will serve on the initial Board of Directors are:

<b>Names</b>	<b>Addresses</b>
Pamela Bell	4110 Creighton Road Pensacola, Florida 32504
Beth Boilott	903 Gulf Breeze Parkway Gulf Breeze, Florida 32561
David Perett, DMV	6860 Pine Forest Road Pensacola, Florida 32526

C. The number of Directors shall be established by the Board of Directors and shall not be less than three (3) Directors.

D. The initial Board of Directors shall elect a Chair by simple majority vote on an annual basis.

E. Directors shall be appointed by the Chair of the Board of Directors.

F. Any Board member may nominate a person or persons to serve as Director and those nominated persons receiving approval of two-thirds (2/3) of the existing Directors shall be appointed as Directors.

G. A Director may be dismissed from the Board of Directors by a two-thirds (2/3) vote of the Board of Directors, if the Director is derelict in his or her responsibilities.

H. Meetings of the Board of Directors shall be held per quarter each year, approximately three (3) months apart. Special meetings may be held from time to time, as called and at the time approved by a two-thirds (2/3) vote of the Board of Directors. A majority of Directors must be present to constitute a quorum at any meeting of the Board of Directors.

I. The Directors shall not be personally liable for the Corporation's debts, liabilities, or other obligations. Directors, officers, employees and agents of the Corporation shall be held harmless and indemnified by the Corporation to the fullest extent allowed by law for all acts or omissions performed or not for or on behalf of the Corporation may secure a policy or policies of insurance for such purposes.

#### **ARTICLE NINE BYLAWS**

Bylaws, if adopted, may be adopted or rescinded by a two-thirds (2/3) vote of the Board of Directors. The Bylaws may in no way alter any powers, prohibitions, or provisions stated in these Articles.

#### **ARTICLE TEN AMENDMENTS**

These Articles of incorporation may be amended with the recommendation of the President and by a two-thirds (2/3) vote of all the Board of Directors.

IN WITNESS WHEREOF, I, the undersigned Incorporator, do hereby execute these Articles of Incorporation in duplicate and verify and affirm under the penalties of perjury that the facts stated herein are true to the best of my knowledge and belief.

Pamela Bell  
Pamela Bell  
Incorporator

5/26/10  
Date

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAY 28 AM 11:33

**ACCEPTANCE AS REGISTERED AGENT**

I, Pamela Bell, do hereby accept appointment as Registered Agent of HOTEL FOR DOGS AND CATS OF NORTHWEST FLORIDA, INC., a corporation organized not for profit under the laws of the State of Florida, and am familiar with and accept the obligations of that position pursuant to F.S. 607.0501.

Pamela Bell  
Pamela Bell  
Registered Agent

5/24/10  
Date

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of May, 2010, by Pamela Bell, who is personally known to me or who produced drivers license identification and who did/did not take an oath.

Lauren Basilli  
Notary Public  
State of Florida at Large  
My Commission Expires: 2/4/12

