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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
AMERICAN ASSOCIATION OF MOBILE VETERINARY
PRACTITION**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**AMERICAN ASSOCIATION OF MOBILE VETERINARY
PRACTITIONERS, INC.
a not for profit corporation**

The undersigned, in order to form a not for profit corporation under the provisions of the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, hereby submits the following Articles of Incorporation:

**Article I
Name**

The name of the corporation shall be American Association of Mobile Veterinary Practitioners, Inc. (the "Corporation").

**Article II
Term**

The term of the Corporation shall be perpetual. In the event the Corporation is dissolved after the payment of all debts and expenses, the assets of the Corporation shall be distributed to one or more properly incorporated not for profit organizations which share the goals and objectives of the Corporation, such organization to be determined by the board of directors of the Corporation.

**Article III
Initial Principal Place of Business and
Mailing Address**

The address of the initial principal place of business of the Corporation shall be 5345 Coral Wood Drive, Naples, Florida 34119 and the mailing address is P.O. Box 1464, Estero, Florida 34106.

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Article IV

Purposes, Property and Powers

5.1 Purpose. The Corporation is organized and shall be operated exclusively as a "business league" within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall have all corporate powers of a not-for-profit corporation organized under Chapter 617, Florida Statutes and not prohibited under Section 501(c)(6) of the Code or any regulations promulgated hereunder. The specific purpose this corporation was developed is to help support mobile veterinary practitioners across the nation, as well as veterinary students and the vendors who provide products and services for quality animal medicine. This organization will serve as the leading resource for mobile veterinarians by creating a robust community for sharing information, ideas and encouragement. Members may discuss all issues related to veterinary education, professional practice, legislation, and animal welfare. The Corporation will provide a resource center that assists veterinarians and students in finding opportunities for professional success and fulfillment.

5.2 Property. The Board of Directors and members of the Corporation shall have no vested right, interest or privilege of, in or to the assets, functions, affairs or contracts of the Corporation, and the Board of Directors and members shall not have any such right, privilege, or interest which may be transferable or inheritable, or which shall continue when membership ceases. Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation, its Board of Directors or members shall be deemed to vest title in the Corporation. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under Section 501(c)(6) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

5.3 Powers. The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

5.4 Prohibitions and Limitations. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation. Notwithstanding any other provision of these Articles to the contrary, the

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Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Article V

Members

The membership of the Corporation and the voting rights, if any, of the members shall be as provided in the bylaws of the Corporation.

Article VI

Compensation

No director or officer of the Corporation shall receive compensation directly or indirectly for service as a director or officer of the Corporation.

Article VII

Directors

The number of directors constituting the initial board of directors of the Corporation shall be three (3) directors. The number of members of the board of directors may be increased or decreased from time to time in accordance with the bylaws adopted by the Corporation, but shall never be less than three (3) directors. The initial directors shall hold office until successors are elected and qualified. Directors shall hold office for a period of two (2) years. The powers, duties, number, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be as set forth in the bylaws of the Corporation. The names and addresses of the individuals to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Dena D. Baker	P.O. Box 1464, Naples, FL 34106
Ralph Nichols	731 NE 41 st Avenue, Ocala, FL 34470
Martha Baker	3 Pahokee Lane, Destin, FL 32541

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Article VIII Incorporator

The name and address of the incorporator of the Corporation is as follows:

Name

Address

Dena D. Baker

P.O. Box 1464, Naples Florida 34106

Article IX Registered Officer and Agent

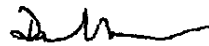
The address of the initial registered agent of the Corporation shall be Dena Baker, 5345 Coral Wood Drive, Naples, FL 34119-1451

Article X Amendments

These Articles of Incorporation may be amended at any regular meeting of the board of directors or any special meeting of the board of directors called for that purpose, in either case, upon receiving the vote of a majority of the directors in office.

IN WITNESS WHEREOF, the undersigned has restated these Articles of Incorporation this 20 day of September, 2010.

AMERICAN ASSOCIATION OF MOBILE
VETERINARY PRACTITIONERS, INC.




Dena D. Baker, President

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**AMERICAN ASSOCIATION OF MOBILE VETERINARY PRACTITIONERS
PARTNERSHIP, INC.**

ACCEPTANCE OF REGISTERED AGENT

Dena Baker who resides at, 5345 Coral Wood Drive, Naples, FL 34119-1451, being named in the Articles of Incorporation of AMERICAN ASSOCIATION OF MOBILE VETERINARY PRACTITIONERS PARTNERSHIP, INC., as the registered agent of the corporation, hereby consents to accept service of process for the corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By her authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. By the authorized signature below, the registered agent signifies that she is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 608.

By: 
Name: Dena Baker
Date: 9-20-10

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Cheryl A. Foote

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