

Division of Corporations

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Division of Corporations
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POGO'S FUND, INC.

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
POGO'S FUND, INC.**

**ARTICLE 1
NAME**

The name of the Corporation is:

Pogo's Fund, Inc.

**ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

4540 Clyde Morris Blvd.
Port Orange, Florida 32129

**ARTICLE 3
PURPOSES**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE 4
BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The size and manner of election of the Board of Directors shall be as set forth in the Bylaws of the Corporation; provided, however, in no event shall there be less than three (3) Directors.

**ARTICLE 5
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the registered agent are:

Alicia S. Emerson
4540 Clyde Morris Blvd.
Port Orange, Florida 32129

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**ARTICLE 6
NET EARNINGS AND PRIVATE INUREMENT**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other 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 purposes set forth in Article 3 hereof. 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 except as authorized under the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an entity exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an entity, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

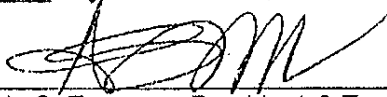
**ARTICLE 7
DISSOLUTION**

In the event of dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more of the following categories of recipients as the Board of Directors of the Corporation shall determine:

(a) to an organization or organizations created to succeed the Corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c)(1) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof; and/or

(b) an organization or organizations having similar purposes as the Corporation and which may be selected appropriate recipient(s) of such assets by the Board of Directors, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c)(1) of the Code or as an organization exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) thereof.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of Pogo's Fund, Inc. on this 30th day of December, 2011.



Alicia S. Emerson, President & Treasurer

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REGISTERED AGENT ACCEPTANCE

Having been named the registered agent to accept service of process for the above stated not for profit corporation at the address designated in this certificate, I accept the appointment of registered agent and agree to act in that 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.


Alicia S. Emerson, Registered Agent

12/30/11
Date

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**CERTIFICATE FOR AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
POGO'S FUND, INC.**

Pursuant to the provisions of Section 617.1007(3), Florida Statutes, the undersigned certifies that:

1. The name of the Corporation is: Pogo's Fund, Inc.;
2. Amendments to the Corporation's Articles of Incorporation do not require approval by members of the Corporation as the Corporation does not have any members; and
3. Amendments to the Corporation's Articles of Incorporation set forth in the Amended and Restated Articles of Incorporation attached to this Certificate were adopted by the Board of Directors of the Corporation as of December 30, 2011.

Dated: December 30, 2011.



Alicia S. Emerson, President & Treasurer
Pogo's Fund, Inc.

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