

10/13/2010

5 FAX

81322969

LE

SH

001/008

N100000009619

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000224784 3)))



H100002247843ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : GLENN RASMUSSEN & FOGARTY, P.A.
Account Number : T19990000156
Phone : (813) 229-3333
Fax Number : (813) 229-5946

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: sherrys@humanesocietytampa.org

FLORIDA PROFIT/NON PROFIT CORPORATION
Tampa Bay Humane Society Foundation, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

J. Solters OCT 14 2010

RECEIVED
10 OCT 13 PM 12:54
DIVISION OF CORPORATIONS

FILED
2010 OCT 13 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H10000224784 3)))

**ARTICLES OF INCORPORATION
OF
TAMPA BAY HUMANE SOCIETY FOUNDATION, INC.**

The undersigned, acting as the incorporator of Tampa Bay Humane Society Foundation, Inc. (the "*Corporation*") under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation for and on behalf of the Corporation:

ARTICLE I. NAME

The name of the Corporation is Tampa Bay Humane Society Foundation, Inc.

ARTICLE II. PRINCIPAL OFFICE

The street and mailing address of the principal office of the Corporation is:

3607 North Armenia Avenue
Tampa, Florida 33607

ARTICLE III. INITIAL BOARD OF DIRECTORS

The Corporation shall have five directors initially. The number of directors may be either increased or decreased from time to time, as provided in the bylaws. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Holly O'Brien	3607 North Armenia Avenue, Tampa, Florida 33607
Connie Johnson	3607 North Armenia Avenue, Tampa, Florida 33607
Mary Birrell	3607 North Armenia Avenue, Tampa, Florida 33607
Audrey S. Hirst	3607 North Armenia Avenue, Tampa, Florida 33607
Sherry Silk	3607 North Armenia Avenue, Tampa, Florida 33607

ARTICLE IV. REGISTERED AGENT AND ADDRESS

The name and street address of the Corporation's registered agent are:

Sherry Silk
3607 North Armenia Avenue
Tampa, Florida 33607

ARTICLE V. PURPOSES AND POWERS

Section 1. Purposes. The Corporation is organized and shall be operated to support the non-profit, non-political, and non-partisan charitable purposes of the Humane Society of Tampa Bay, Inc., by conducting the following activities:

- (a) soliciting and obtaining grants and charitable contributions from individuals, corporations, governmental boards and agencies, and other public and private

(((H10000224784 3)))

FILED
2010 OCT 13 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H10000224784 3)))

sources for the purpose of funding the activities of the Humane Society of Tampa Bay, Inc.; and

- (b) transacting any and all other lawful activities that are incidental to the foregoing general purposes and for which a corporation can be organized under the Florida Not For Profit Corporation Act, except as restricted by other provisions of these Articles of Incorporation.

Section 2. Powers. The Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes. The Corporation has and may exercise all powers conferred on a not-for-profit corporation under the laws of the State of Florida. Specifically, and without limitation, the Corporation shall have the power to:

- (a) make contracts of any kind;
- (b) enter into leases and rental agreements;
- (c) solicit and receive funds, gifts, endowments, donations, devises and bequests;
- (d) repair, improve, sell, convey, mortgage, pledge, lease, exchange, dispose of, and otherwise deal with all or any part of its property and assets;
- (e) buy, acquire, receive, or possess by gift, loan, lease, exchange, purchase, subscription or otherwise, any real, personal, or intangible property, or any legal or equitable interest in any real, personal, or intangible property, wherever located, including money, bonds, and securities;
- (f) borrow money and incur debts, and in connection therewith, execute, issue and deliver promissory notes, bonds, debentures, and other evidences of indebtedness, and secure the same with mortgages, pledges, or other encumbrances of the property of the Corporation; and
- (g) exercise all powers necessary or convenient to effect any or all of the purposes of the Corporation.

The powers enumerated herein are not in limitation of any powers conferred upon the Corporation by law. Notwithstanding anything contained herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended

ARTICLE VI. MEMBERS

The Corporation shall have one member, which shall be The Humane Society of Tampa Bay, Inc., and any successor thereto.

ARTICLE VII. TERM OF EXISTENCE

The Corporation shall exist perpetually.

(((H10000224784 3)))

(((H10000224784 3)))

ARTICLE VIII. DIRECTORS

The Corporation shall be managed, its properties controlled and its officers governed under the direction of its Board of Directors. The directors of the Corporation will be elected as provided in the Bylaws of the Corporation. The number of directors of the Corporation shall be the number from time to time fixed by the Board of Directors in accordance with the terms and conditions of the Bylaws of the Corporation, but at no time shall said number of directors be less than three or more than 25

ARTICLE IX. OFFICERS

The officers of the Corporation shall consist of a president, a vice president, a secretary, a treasurer and such other officers as the Board of Directors may elect. The officers of the Corporation shall be elected by the Board of Directors of the Corporation annually as provided in the Bylaws. Two or more offices may be held by the same person.

ARTICLE X. INCORPORATOR

The name and street address of the sole incorporator are:

Sherry Silk
3607 North Armenia Avenue
Tampa, Florida 33607

ARTICLE XI. AMENDMENT OF BYLAWS

Except as otherwise required by law, the Bylaws of the Corporation may be amended, altered or rescinded, or new bylaws may be adopted, at any time, by the Corporation's sole member or its Board of Directors, at any regular or special meeting of the members or the Board of Directors. To be adopted, such amendment, alteration, or rescission must receive the affirmative vote of the Corporation's sole member, or at least two thirds (2/3) of the members of the Board of Directors present at a duly constituted meeting. Any amendment, alteration, or rescission of the Bylaws that changes or deletes a provision with a greater quorum or voting requirement must satisfy that greater quorum or voting requirement for the amendment, alteration, or rescission to be effective.

ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION

Except as otherwise required by law, the Articles of Incorporation of the Corporation may be amended, altered or rescinded, or new articles of incorporation may be adopted, at any time, by the Corporation's sole member or its Board of Directors, at any regular or special meeting of the members or the Board of Directors. To be adopted, such amendment, alteration, or rescission must receive the affirmative vote of the Corporation's sole member, or at least two thirds (2/3) of the members of the Board of Directors present at a duly constituted meeting. Any amendment, alteration, or rescission of the Articles of Incorporation that changes or deletes a provision with a greater quorum or voting requirement must satisfy that greater quorum or voting requirement for the amendment, alteration, or rescission to be effective.

ARTICLE XIII. NON-PROFIT CHARACTER

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers,

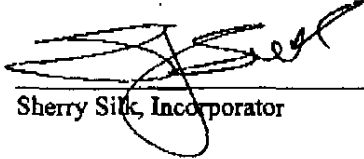
(((H10000224784 3)))

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 hereinabove set forth. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not engage in any activity that would cause either (a) the Corporation to cease to be exempt from income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any superseding United States income tax law, or (b) contribution to the Corporation to cease to be deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any superseding United States income tax law.

ARTICLE XIV. DISSOLUTION

Upon its dissolution, the Corporation shall adopt a plan that provides for (i) the return, transfer, or conveyance of any assets that are held by the Corporation on the condition that they be returned, transferred, or conveyed in a specified manner upon the dissolution of the Corporation, and (ii) the distribution of all its other remaining assets, after the payment of all liabilities of the Corporation and all costs and expenses of dissolution, to the Humane Society of Tampa Bay, Inc. (to the extent the Humane Society of Tampa Bay, Inc. is exempt from income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision of any superseding United States income tax law)), and if the Corporation cannot distribute its remaining assets to the Humane Society of Tampa Bay, Inc., then to the Federal government, a state or local government, or one or more organizations that then qualify for exemption from income taxation under Section 501(c)(3) of the Code (or the corresponding provision of any superseding United States income tax law); provided, the assets are used for a public purpose by that government or organization. Any of the assets of the Corporation that are not so disposed of shall be disposed of by a court having jurisdiction in the Corporation's premises, exclusively for charitable, educational, religious or scientific purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for purposes similar to the purposes of the Corporation enumerated herein.

In witness whereof, I have hereunto set my hand, this 28th day of September, 2010.


Sherry Silk, Incorporator

(((H10000224784 3)))

(((H10000224784 3)))

Acceptance of Registered Agent

I accept the appointment as registered agent for Tampa Bay Humane Society Foundation, Inc. and agree to act in this capacity. I further acknowledge that I am familiar with the statutory obligations of a registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

DATE: September 28, 2010

Sherry Silk



FILED

2010 OCT 13 AM 10:36

CLERK OF STATE
TALLAHASSEE, FLORIDA

(((H10000224784 3)))