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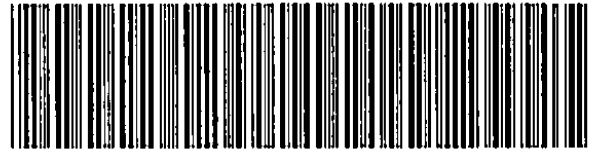
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20 APR 29 PM 4:19

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WOMEN FOR PAWS, INC.

DOCUMENT NUMBER: N10000010194

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ARIANNE PLASENCIA

(Name of Contact Person)

McDERMOTT WILL & EMERY LLP

(Firm/ Company)

333 SE 2ND AVENUE, SUITE 4500

(Address)

MIAMI, FL 33131-2184

(City/ State and Zip Code)

aplasencia@mwe.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ARIANNE PLASENCIA

(Name of Contact Person)

at

305

(Area Code)

347-6539

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

20 APR 2005 PM 4:17

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF WOMEN FOR PAWS, INC.
(DOCUMENT NUMBER N10000010194)

20 APR 29 PM 4:11

Women For Paws, Inc. (the "*Company*"), a not-for-profit corporation organized and existing under and pursuant to and in accordance with chapter 617 (Corporations Not For Profit) of the Florida Statutes (the "*Act*").

DOES HEREBY CERTIFY:

1. That the name of the Company is Women For Paws, Inc., and that the Company was originally incorporated pursuant to the Act on October 29, 2010;
2. That the Articles of Incorporation of the Company be amended and restated in their entirety to read as follows:

Article I – NAME

The name of the Florida not for profit corporation is Women For Paws, Inc. (the "*Company*").

Article II – ADDRESS

The principal place of business and the mailing address of the Company is:

333 S.E. 2nd Avenue
Suite 4500
Miami, FL 33131

Article III – PURPOSES AND POWERS

3.1 Purposes. The Company is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1985, as amended, or the corresponding section of any future federal tax code (the "*Code*") that include, but are not limited to, funding, administering, implementing, operating, and assisting programs that provide assistance to animals and women in need.

3.2 Powers. The Company shall have all powers provided for in the Act.

Article IV – MANNER OF ELECTION

The manner in which directors are elected or appointed is as provided in the Bylaws of the Company.

Article V – DIRECTORS

The initial directors of the Company (collectively, the “*Board of Directors*”), and their respective addresses, are:

Name: Grace C. Lopez

Address: 333 S.E. 2nd Avenue
Suite 4500
Miami, FL 33131

Name: Margaret Tynan

Address: 333 S.E. 2nd Avenue
Suite 4500
Miami, FL 33131

Name: Margarita Mershon

Address: 333 S.E. 2nd Avenue
Suite 4500
Miami, FL 33131

Article VI – REGISTERED AGENT

The name and Florida street address of the initial registered agent is:

Arianne R. Plasencia
333 S.E. 2nd Avenue
Suite 4500
Miami, FL 33131

The written acceptance of the Company’s initial registered agent is attached herein as Exhibit A.

Article VII – EFFECTIVE DATE

The effective date of this Amendment shall be upon filing.

Article VIII – LIMITATIONS

8.1. Use of Property, Funds, and Income. No part of the property, funds, or income of the Company shall be distributed to nor shall any part of the net income, if any, of the Company inure to the benefit of its members, directors, officers, or any other private individual, except that the Company 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 III.

8.2. Political Activity. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by the Code, whether pursuant to an election under Section 501(h) of the Code or otherwise, and the Company 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.

8.3. Other Activities. Notwithstanding any other provision of these Articles of Incorporation, the Company shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future U.S. internal revenue law), or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future U.S. internal revenue law).

Article IX – TERM; DISSOLUTION

9.1 Term. The Company shall have perpetual existence.

9.2 Dissolution. In the event of dissolution, all of the remaining assets and property of the Company shall, after payment of indebtedness and expenses necessary to the dissolution and winding-up the affairs of the Company, be distributed to such organization or organizations organized and operated exclusively for one or more exempt purposes (other than a religious purpose) within the meaning of Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, or to the federal government or state or local governments for a public purpose, as the Company's Board of Directors shall determine. 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 Company is then located, exclusively for such purposes to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Article X – BYLAWS

The Company's Board of Directors shall make and adopt Bylaws for the Company. The Company's Board of Directors shall have the power to alter, amend, or repeal the Bylaws or adopt new Bylaws.

Article XI – DIRECTOR AND OFFICER COMPENSATION

The Company's directors and officers shall not receive compensation, directly or indirectly, for their services as directors and officers. This prohibition shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Company that are reasonable in character and amount and approved for payment in the manner provided in the Bylaws.

Article XII – AMENDMENT

12.1 Notice of Amendments. Notice of the subject matter of any proposed amendments to these Articles of Incorporation shall be included in the notice of the meeting at which any proposed amendments are considered.


12.2 Procedure. These Articles of Incorporation may be amended by the Company's Board of Directors in the manner provided in the Company's Bylaws and the effective date of any such amendment adopted and approved by the Board of Directors shall be effective upon filing with the Department of State, unless the Board of Directors selects a different effective date in accordance with the Act.

Article XIII – MISCELLANEOUS

The Company may receive, by contribution, gift, bequest, devise, or in any other manner, money, assistance, and any other form of real, personal, or mixed property, from any person, firm, or corporation to be used in furtherance of the purposes of the Company, provided, however, that gifts shall be subject to acceptance by the Company in the manner provided by the Board of Directors.

3. That the Board of Directors duly adopted resolutions adopting the foregoing amendment and restatement, declaring such amendment and restatement to be advisable and in the best interest of the Company, and authorizing the appropriate officers of the Company to execute said amendment and restatement.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of this Company on this 22 day of April, 2020.

By: 

Grace C. Lopez, President