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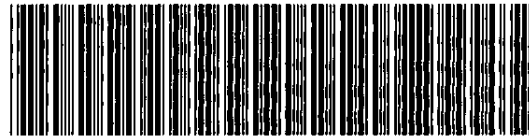
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers NOV 18 2010



ARMANDO F. MIZIO

**MIZIO & ASSOCIATES, INC.**

25400 U.S. 19 North • Suite 225  
Clearwater, Florida 33763  
Telephone (727) 736-4321  
Fax (727) 797-1016

Accountants  
Tax Consultants  
Personal Financial Planning

November 15, 2010

State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Attn: Secretary of State

Dear Sir:

Enclosed please find the Articles of Incorporation for a Florida Not-For-Profit Corporation and our check number 1891 in the amount of \$70.00 to cover the cost of:

**ALL DOG RESCUE OF FLORIDA, INC.**

Please note the new Federal Employer Identification Number: **90-0624821**

Your immediate attention will be greatly appreciated.

AFM:mp

Encl.

Sincerely yours,

Armando F. Mizio

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# ARTICLES OF INCORPORATION

OF

## ALL DOG RESCUE OF FLORIDA, INC.

The undersigned, for the purpose of forming a Florida not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, hereinafter referred to as the Corporation, agrees that the Articles of Incorporation of said Corporation shall read in their entirety as follows:

### ARTICLE I - NAME

The name of the corporation shall be:

ALL DOG RESCUE OF FLORIDA, INC.

The principal office shall be:

1956 Lakewood Drive  
Clearwater, Florida 33763

### ARTICLE II - PURPOSE

Section 1. The Corporation is organized exclusively for charitable, educational, and other purposes within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, hereinafter referred to as the code.

Section 2. Without limiting the generality of the purposes specified in Section 1 above, the specific purposes of the Corporation shall be:

(a) To rescue dogs from animal shelters that may otherwise be euthanized due to time limitations, illness, injuries or lack of socialization and training and from owners who can no longer care for them.

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(b) To provide shelter (through foster homes), medical care and re-home homeless & abandoned dogs.

(c) To educate the public about the pet overpopulation crisis, the importance of spaying/neutering, responsible pet ownership, positive behavior training and good nutrition.

(d) To save homeless unwanted dogs lives one at a time.

### ARTICLE III - POWER

Section 1. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida.

Section 2. Without limiting the generality of the powers specified in Section 1 above, the specified powers of the Corporation shall be:

(a) To acquire, through gifts, grants, endorsement funds or any other legally permissible means or activities, assets and resources as may be beneficial to the fulfillment of the charitable, educational and other not-for-profit purposes of the Corporation;

(b) To manage and operate any of its assets in recognition and attainment of the foregoing objectives and the purposes of the Corporation; and

(c) To utilize its income in furtherance of the foregoing objectives and the purposes of the Corporation.

### ARTICLE IV - LIMITATIONS ON ACTIVITIES

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any member, Trustee or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, Trustee or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the

Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not for profit corporation described in Section 501(c)(3) of the Code. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Section 2. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, within its sole discretion, to such organization or organizations organized and operated exclusively for charitable or educational purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

#### ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE VI - MEMBERSHIP

The Corporation shall not have any members, the business and affairs of the Corporation being managed by its Board of Directors.

#### ARTICLE VII - BOARD OF DIRECTORS

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. The names and addresses of the persons who are to serve as the initial Directors of the Corporation are as follows:

<u>NAME</u>	<u>SPECIFIC ADDRESS</u>
Jill M. Smith	1956 Lakewood Drive Clearwater, Florida 33763
Hilarie M. Smith	1956 Lakewood Drive Clearwater, Florida 33763
Gregory Todd, DVM, CVA	Dunedin Animal Hospital 1355 Pinehurst Road Dunedin, Florida 34698

Section 3. The number of Directors of the Corporation shall be not less than three (3) nor more than twenty-five (25). The number may be changed from time to time as provided by the Bylaws.

Section 4. Directors shall be elected, removed and hold office as provided in the Bylaws.

#### ARTICLE VIII - OFFICERS

Section 1. The officers of the Corporation shall include a President, a Secretary, and a Treasurer. The Corporation may have additional officers, assistant officers and agents, including without limitation, one or more Executive, Senior, Assistant or other Vice Presidents, an Assistant Secretary and an Assistant Treasurer.

Section 2. The names of the persons who are to serve as the initial officers of the Corporation are as follows:

<u>NAME AND TITLE</u>	<u>SPECIFIC ADDRESS</u>
Jill M. Smith President & Treasurer	1956 Lakewood Drive Clearwater, Florida 33763
Hilarie M. Smith Vice President & Secretary	1956 Lakewood Drive Clearwater, Florida 33763

Section 3. The officers shall be elected, removed and hold office as provided in the Bylaws from time to time in effect.

Section 4. The officers shall have such powers and responsibilities as are provided by the Bylaws from time to time in effect.

#### ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of this Corporation shall be 25400 U.S. Highway 19 North, Suite 225, Clearwater, Florida 33763.

Section 2. The name of the initial registered agent of this Corporation located at the address of the registered office shall be Armando F. Mizio.

#### ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws for the corporation shall be vested only in the directors, as more specifically provided in the bylaws.

#### ARTICLE XI - EFFECTIVE DATE

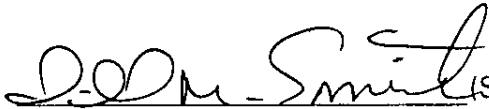
These Articles of Incorporation shall be effective as of November 15, 2010.

#### ARTICLE XII - AMENDMENTS

The power to alter, amend or repeal these Articles of Incorporation shall be vested only in the Directors, as more specifically provided in the Bylaws of the Corporation.

IN WITNESS WHEREOF, for the purpose of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, the undersigned has executed these Articles of Incorporation.

Date: November 15, 2010

 (SEAL)  
Jill M. Smith

 (SEAL)  
Hilarie M. Smith

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

I HEREBY CERTIFY that on this day personally appeared before me the above-named person(s), well known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purpose therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL, at Clearwater, Pinellas County, Florida, this 15th day of November, A.D., 2010.

  
NOTARY PUBLIC

My Commission Expires:





**STATE OF FLORIDA  
DEPARTMENT OF STATE**

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes: **All Dogs Rescue of Florida, Inc.**, a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 1956 Lakewood Drive, City of Clearwater, Florida 33763, County of Pinellas, State of Florida, has named Armando F. Mizio located at 25400 U.S. 19 North - Suite 225, City of Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

**OFFICERS:**

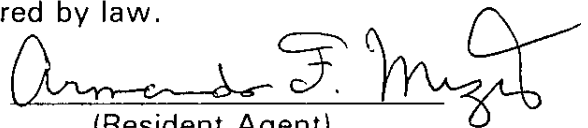
<u>NAME AND TITLE</u>	<u>SPECIFIC ADDRESS</u>
Jill M. Smith President & Treasurer	1956 Lakewood Drive Clearwater, Florida 33763
Hilarie M. Smith Vice President & Secretary	1956 Lakewood Drive Clearwater, Florida 33763

**DIRECTORS:**

<u>NAME</u>	<u>SPECIFIC ADDRESS</u>
Jill M. Smith President & Treasurer	1956 Lakewood Drive Clearwater, Florida 33763
Hilarie M. Smith Vice President & Secretary	1956 Lakewood Drive Clearwater, Florida 33763

**ACCEPTANCE:**

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

  
 (Resident Agent)

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 FLORIDA

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