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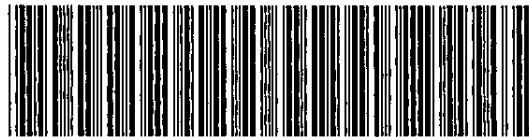
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 23 2012

T. LEMIEUX

*[Handwritten Signature]*

**WARM HEARTS PET RESCUE, INC.**  
550 INDUSTRIAL WAY "D"  
BOYNTON BCH FL 33426

TEL: 561-588-0083

FAX:

Date:

5-11-12

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**RE: ARTICLES OF AMENDMENT, WARM HEARTS PET RESCUE, INC.**

Dear Sirs/Madam:

Enclosed are (2) two originals of the Articles of Amendment of WARM HEARTS PET RESCUE, INC..  
For filling purposes pursuant to the provisions of section 617.1006, Florida Statutes. **Also enclosed  
is a check for  
\$35.00 to cover filling fees.**

Please send a stamped copy of the Articles of Amendment to

**CORI KETTLER  
WARM HEARTS PET RESCUE, INC.  
550 INDUSTRIAL WAY "D"  
BOYNTON BCH FL 33426**

Respectfully,



CORI KETTLER

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
WARM HEARTS PET RESCUE, INC.**

Pursuant to the provisions of section 617.1006, Florida Statutes, The undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

**AMENDED ADOPTED ARTICLE VIII ADDED**

**ADDITIONAL PROVISIONS**

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.


Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

On motion and by unanimous vote by the board of directors, the preceding articles of amendment of WARM HEARTS PET RESCUE, INC. were adopted. There are no members or members entitled to vote on the amendments.

The date of adoption of the amendment was: Date: 5-11-12

  
\_\_\_\_\_  
CORI KETTLER, President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORI KETTLER, President

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