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FLORIDA PROFIT/NON PROFIT CORPORATION
DoggieNation Foundation, Inc.

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**Articles Of Incorporation Of
DoggieNation Foundation, Inc.
(A Florida Not-For-Profit Corporation)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WHEREAS, DoggieNation Foundation, Inc. ("Corporation") is a Florida not-for-profit corporation formed on or about February 1, 2011 for the general purpose of qualifying as an tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code");

WHEREAS, the Corporation anticipates receiving substantial monetary, in-kind and other donations and contributions ("Contributions"); and

WHEREAS, the Corporation deems it in the best interests of the Corporation to form this Corporation to receive, manage, invest and distribute for purposes designated by the Corporation the contributions made to or for the benefit of the Corporation for the object and purposes stated below.

NOW, THEREFORE, in accordance with Florida Statutes Section 617.01201, *et. seq.* the Corporation hereby states its Articles of Incorporation in their entirety as follows:

ARTICLE I
NAME

The Name of this Corporation is "DoggieNation Foundation, Inc." organized under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as a non-profit corporation.

ARTICLE II
DURATION OF EXISTENCE

The Corporation shall have perpetual existence unless sooner dissolved according to applicable laws of the State of Florida.

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ARTICLE III
OBJECT AND PURPOSE

This Corporation is organized exclusively for charitable purposes, to provide financial and other assistance to families in need to help support their pets with medical and other care. The Corporation intends to raise funds in order to provide financial assistance to individuals and families experiencing financial hardships who are unable to afford veterinary services to save their pets when life-threatening illness or injury occurs. Often pets are put down or suffer needlessly because their owners cannot afford expensive surgery, emergency vet visits and/or other treatments. Pet owners should not have to say goodbye to the pet that they love because they can not afford the surgeries, procedures or treatments. The Corporation intends to provide support to families where decisions about medical care for their beloved pets need never to be decided due to the cost of the treatments.

ARTICLE IV
POWERS

The Corporation is organized for the purpose of transacting any or all lawful business in order to accomplish the purposes hereof, as provided and set forth in Article III above, and shall have all powers conferred upon a non-profit corporation by the laws of the State of Florida, except as prohibited herein, applicable provisions of Florida state laws governing not-for-profit corporations and/or under the Code (collectively, "Laws").

Notwithstanding any other provisions of these Articles, this Corporation shall not undertake any activities not permitted to be carried on by:

- (a) an organization exempt from federal income tax under Section 501(c)(3) of the Code; or
- (b) an organization contributions to which are deductible under Section 170(c)(2) of the Code.

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ARTICLE V
MEMBERSHIP AND MANNER OF ADMISSION

The Corporation has one class of Members, and members may be admitted upon the terms, conditions and procedures set forth in the Bylaws of the Corporation.

ARTICLE VI
PRINCIPAL OFFICE/REGISTERED OFFICE AND REGISTERED AGENT

The principal office of the Corporation is located at 10151 University Boulevard, #168, Orlando, Florida 32817. The name of the Corporation's registered agent is R&A Agents, Inc., Attn: David P. Barker, Esq., and the street address of such registered agent is 420 South Orange Avenue, CNL Center II, 7th Floor, Orlando, Florida 32801.

ARTICLE VII
INCORPORATOR/BOARD OF DIRECTORS

Section 1. The name and address of the incorporator of the Corporation is as follows: David P. Barker, located at R&A Agents, Inc., 420 South Orange Avenue, CNL Center II, 7th Floor, Orlando, Florida 32801.

Section 2. The affairs of this Corporation shall be managed and governed by the Board of Directors. The Corporation shall have not less than three (3) nor more than eleven (11) directors. The directors shall be selected in accordance with the Bylaws. The number of directors of the Corporation may be determined from time to time in accordance with the Bylaws. The initial members of the Board of Directors and their corresponding addresses are as follows:

Bradley Isaacs – 10151 University Boulevard, #168, Orlando, Florida 32817

Jordana Isaacs - 10151 University Boulevard, #168, Orlando, Florida 32817

Kelli Magnicari – 319 Freedoms Ring Drive, Winter Springs, Florida 32708

Section 3. The Board of Directors shall elect a Chairman to preside over all Board matters and a Vice-Chairman to act in the Chairman's stead upon his or her absence. The

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Board Chairman and Vice-Chairman shall also be duly constituted as President and Vice-President, respectively.

ARTICLE VIII
OFFICERS

The Officers of the Corporation shall include a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as may be deemed from time to time in the best interests of the Corporation by its Board of Directors. The manner of election and terms of the Officers shall be as provided in the Bylaws. Officers shall serve at the pleasure and discretion of the Board of Directors.

ARTICLE IX
BYLAWS

The Board of Directors shall have the power to adopt, amend and/or restate Bylaws consistent with these Articles of Incorporation, the Bylaws of the Corporation, and applicable Laws.

ARTICLE X
INDEMNIFICATION OF OFFICERS

Section 1. Subject to the provisions of the following section, the Corporation hereby agrees to indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of the Corporation, or in his capacity as director, officer, employee or agent of any other Corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including without limitation, attorney's fees, actually and

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necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, with reasonable ground for belief that such action was not unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction, or upon the plea of *nolo contendere* or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation, or that he or she had reasonable grounds for belief that such action was not unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of his or her being or having been a director or officer of the Corporation, or by reason of his or her being or having been a director, officer, employee or agent of any other corporation, partnership, limited liability company, joint venture, trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses, including without limitation, attorney's fees and costs, actually and necessarily incurred by him or her as a result of such action, suit or proceeding or in connection with an appeal thereof, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification regarding matters as to which such person has been adjudged to have been guilty of negligence or misconduct unless the court, administrative agency or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

Section 2. The Board of Directors shall determine whether amounts for which a director or officer seeks indemnification were properly incurred and whether such director or officer acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he

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or she had reasonable grounds for his or her belief that such action was not unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum of directors who were not parties to such action, suit or proceeding.

Section 3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify any officer or director to the greatest extent allowed under applicable Florida law, the authority for which the Corporation shall have.

ARTICLE XI
NON-PROFIT STATUS AND DISSOLUTION

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any of its members, trustees, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation (determined at arms length and to be at fair market value) for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Article III hereof. No part of the activities of the Corporation shall involve 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 whatsoever on behalf of or in opposition to candidate for public office.

Section 2. Notwithstanding any other provision set forth in these Articles of Incorporation, at any time during which the Corporation is deemed a private foundation under the Code:

(a) The Corporation shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(b) Neither the Corporation, nor any officer, employee or member of the Board of Directors shall engage in any act of self-dealing as defined in Section 4941(d) of the Code;

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(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(d) The Corporation shall not make any investments in a manner as to subject it to tax under Section 4944 of the Code; and

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Section 3. Notwithstanding any other provisions of these Articles, this Corporation shall not undertake any activities not permitted to be carried on by:

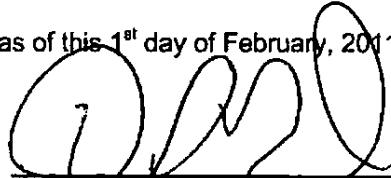
(a) an organization exempt from federal income tax under Section 501(c)(3) of the Code; or

(b) an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4. Upon dissolution of the Corporation, the assets thereof shall be distributed for one or more charitable and tax-exempt purposes within the meaning of Section 501(c)(3) of the Code. Any such assets not disposed of within twenty-four (24) months after dissolution of the Corporation shall be disposed of by a court of competent jurisdiction, presiding in Orange County, Florida, exclusively for such purposes or to such organization or organizations, as said court may determine, which are organized and operated exclusively for such purposes.

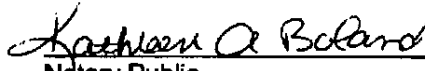
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IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has hereunto set his hand on behalf of the Corporation effective as of this 1st day of February, 2011



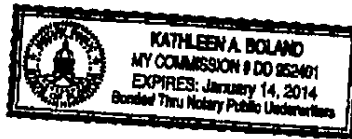
David P. Barker, Incorporator

SWORN TO AND SUBSCRIBED before me this 1st day of February, 2011, by David P. Barker, the incorporator of DoggieNation Foundation, Inc., a Florida non-profit corporation, who is personally known to me or produced _____ as identification.



Notary Public
Name: Kathleen A. Boland
Commission No.: _____

[NOTARY SEAL]



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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

That DOGGIENATION FOUNDATION, INC., desiring to organize under the laws of the State of Florida as a non-profit corporation with its initial registered office, as indicated in the Articles of Incorporation, 10151 University Boulevard, #168, Orlando, Florida 32817, and has named R&A Agents, Inc., located at 420 South Orange Avenue, CNL Center II, 7th Floor Orlando, Florida 32801 as its registered agent to accept service of process and perform such other duties as are required within this State at such address.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the Corporation named above, at the place designated in this certificate, I hereby accept the appointment as 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.

R&A Agents, Inc., an Ohio corporation

By


David P. Barker,
Assistant Secretary
Registered Agent

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TALLAHASSEE, FLORIDA

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