

Florida Department of State
Division of Corporations
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To:

Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
MASTIFF RESCUE OF FLORIDA, INC.

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May 18, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PLEASE GIVE ORIGINAL SUBMISSION
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CORPDIRECT AGENTS, INC.

SUBJECT: MASTIFF RESCUE OF FLORIDA, INC.
REF: W11000027427

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

FAX Aud. #: H11000126324
Letter Number: 211A00012324

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DIVISION OF CORPORATIONS

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CERTIFICATE OF INCORPORATION
OF
MASTIFF RESCUE OF FLORIDA, INC.

Under the Not-For-Profit Corporation Law

FIRST: The name of the corporation is: MASTIFF RESCUE OF FLORIDA, INC.

SECOND: The corporation is a corporation as defined under the Not-For-Profit Corporation Law of the State of Florida.

THIRD: THE PURPOSE OR PURPOSES FOR WHICH THE MASTIFF RESCUE OF FLORIDA, INC. IS FORMED ARE AS FOLLOWS:

Notwithstanding any other provision of these articles, the Corporation is organized exclusively for charitable purposes to:

(a) To ensure the health and wellbeing of the Mastiff as a distinct and unique breed of purebred dog and to provide rescue assistance to animals in need;

(b) The MASTIFF RESCUE OF FLORIDA, INC. intends at all times to qualify and remain qualified as exempt from federal income tax under I.R.C. Section 501 (c)(3) of the Internal Revenue Code (the "Code"), in effect, and governing the MASTIFF RESCUE OF FLORIDA, INC., Inc. as a tax exempt corporation, and to this end the Corporation is not formed for and shall not be conducted nor operated for pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual or individuals; provided that nothing herein shall prevent the corporation from paying reasonable compensation to any person for services rendered to or for the corporation in furtherance of one or more of its purposes. Upon the dissolution of the MASTIFF RESCUE OF FLORIDA, INC. the assets of the corporation 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, or for a public purpose. Nothing herein shall authorize the corporation to operate or maintain a college or university or to grant degrees or credit leading to a degree. Nothing herein shall authorize the corporation to engage in the practice of veterinary medicine or any other profession, or to use a professional title of any profession, required to be licensed by Title VIII of the Education Law. Nothing herein shall authorize the corporation to provide professional training in the profession of veterinary medicine or any other profession required to be licensed by the Education Law of the State of FLORIDA.

The corporation is not formed for the purpose of being a Society for the Prevention of Cruelty to Animals.

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The Corporation shall have all of the general powers enumerated in Not-For-Profit Corporation Law and other powers that are hereafter permitted by the law, including the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real and personal property in furtherance of such purpose.

FOURTH: The office of the corporation is to be located in the County of Essex, State of FLORIDA.

FIFTH: The principal office address is 3839 Christina Terrace, Lady Lake, FL 32159-3902

SIXTH: The names and addresses of the directors of the corporation are as follows:

- 1). President, Susan E. Prickett, 3839 Christina Terrace, Lady Lake, Florida 32159-3902.
- 2). Vice-President, Nancy Guttenberg, 54 Greenough Road, North Hudson, New York 12855.
- 3). Secretary, Anne D. Santora, 43156 Morris Drive, Callahan, Florida 32011.
- 4). Treasurer, Janice Stephenson, 5920 CR 707, Webster, Florida 33597.

SEVENTH: The manner in which the directors are elected or appointed is set forth in the By Laws.

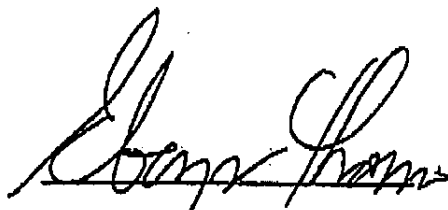
EIGHTH: The address of the initial registered office of this corporation in this state is c/o Susan E. Prickett, 3839 Christina Terrace., Lady Lake, Florida 32159-3902 and the name of the registered agent at said address is Susan E. Prickett.

NINTH: The MASTIFF RESCUE OF FLORIDA, INC. intends at all times to qualify and remain qualified as exempt from federal income tax under I.R.C. Section 501(c)(3) of the Internal Revenue Code (the "Code"), in effect, and governing the MASTIFF RESCUE OF FLORIDA, INC. as a tax exempt corporation, and to this end the Corporation is not formed for and shall not be conducted nor operated for pecuniary profit of financial gain and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual or individuals; provided that nothing herein shall prevent the corporation from paying reasonable compensation to any person for services rendered to or for the corporation in furtherance of one or more of its purposes. Further, no substantial part of the activities of the Corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code.

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The Officers and Directors of the MASTIFF RESCUE OF FLORIDA, INC. do hereby amend the Certificate of Incorporation to incorporate language provided by the Department of the Treasury Internal Revenue Service as required for exemption from Federal income tax.



Ebony Thomas, Incorporator

United Corporate Services, Inc.

10 Bank Street, Suite 560

White Plains, NY 10606

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Susan E. Prickett5-6-2011
Date

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