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1312

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Project Pup, Inc.

DOCUMENT NUMBER: N11000010185

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

Please return all correspondence concerning this matter to the following:

Russell W. LaPeer, Esquire

(Name of Contact Person)

Landt, Wiechens, LaPeer, Ayres & Jerald, LLP

(Firm/ Company)

445 N.E. 8th Avenue

(Address)

Ocala, Florida 34470

(City/ State and Zip Code)

rlapeer@aol.com

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

For further information concerning this matter, please call:

Russell W. LaPeer

(Name of Contact Person)

at (352) 732-8622

(Area Code & Daytime Telephone Number)

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

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Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT to
ARTICLES OF INCORPORATION
of
PROJECT PUP, INC.
(Not for profit)**

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TALLAHASSEE FLORIDA

Article I – Name, Address, & Principal Office

The name of this corporation is Project Pup, Inc. (a corporation not for profit). The initial address and principal office of the corporation is 4408 N.E. 4th Street, Ocala, Florida 34470, unless and until otherwise determined by the directors of the corporation, in accordance with the Bylaws of the corporation. The mailing address of the corporation is 4408 N.E. 4th Street, Ocala, Florida 34470.

Article II – Effective date & duration

This corporation shall have a perpetual existence, commencing on the date that these articles of incorporation are filed and approved by the State of Florida, Department of State.

Article III – Purpose

This corporation is organized not-for-profit, exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501 (c)(3) of Title 26 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article IV – Powers

This corporation shall be empowered to do all, and only, those acts authorized by law and specified within § 501 (c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not

permitted to be carried on by a corporation exempt from federal income tax under § 501 (c)(3) of Title 26 of the Internal Revenue Code, or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under §170 (c)(2) of Title 26 of the Internal Revenue Code, or the corresponding provision of any future United States internal revenue law.

Article V – Registered Agent: Office & Acceptance

The name and address of the initial registered agent of the corporation is Rebecca Scott, at 4408 N.E. 4th Street, Ocala, Florida 34470. The registered agent of the corporation has signed these articles of incorporation, indicating her acceptance and agreement to act in that capacity, in accordance with Fla. Stat. § 607.0501.

In witness whereof, the undersigned registered agent, being fully aware of the obligations of registered agent, hereby accepts such designation and obligations, and agrees to act in such capacity, on this 23 day of July, A.D. 2012.

Rebecca P. Scott

Rebecca Scott, Registered Agent

STATE OF FLORIDA

COUNTY OF MARION

Before me, the undersigned authority, on the 23rd day of July, A.D. 2012, personally appeared Rebecca Scott, as registered agent, known to me, and she acknowledged before me that she freely and voluntarily executed this consent.

SEAL/STAMP



Russell W. LaPeer

Name & commission number of notary

VI – Text of Adopted Amendments.

Article III of the Articles of Incorporation, "Purpose," has been amended to provide:

This corporation is organized not-for-profit, exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501 (c)(3) of Title 26 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article XII of the Articles of Incorporation ("Disposition of Assets on Dissolution") has been amended to be Article XIII, and to provide:

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of § 501 (c)(3) of Title 26 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 competent jurisdiction of the county in which the principal office of the corporation 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.

These amendments were enacted and adopted by a majority vote of the Board of Directors of the Corporation on July 20, 2012. There are no members.

Article VII – Members

The qualifications for the members and the manner of their admission shall be provided, regulated, and governed by the Bylaws of the corporation.

Article VIII – Board of Directors

The management, governance, and control of the corporation shall be vested in a Board of Directors of not less than three (3), nor more than fifteen (15), members as provided by the Bylaws of the corporation, said Board to be elected by

the members of the corporation at a regular meeting of said members.

If state law so provides, then upon unanimous, written agreement of all the members of the corporation, the above-described Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to member agreement, be vested in the members of the corporation. If the members exercise their right to divest the Board of its power to manage and control, then, and whenever the context requires, the members shall be deemed the directors of the corporation for purposes of applying applicable state law. The names and addresses of the first Board of Directors are:

- Eve Gillies, 800 S.W. 73^d Street Road, Ocala, Florida 34476;
- Jo Hanes, 19 Hickory Loop, Ocala, Florida 34472;
- J. Marilyn Dumas, 106 S.E. 41st Avenue, Ocala, Florida 34471;
- Rebecca Scott, 4408 N.E. 4th Street, Ocala, Florida 34470;
- Mary Anne Fitch, 3591 N.E. 22^d Avenue, Ocala, Florida 34479-2566.

Until the first meeting of members, management and control of this corporation shall be vested in the Board composed of the above named directors. These directors shall hold office until their successors are duly elected and qualified.

Article IX – Officers

The Board of Directors shall, at its initial meeting, elect a President, Vice President, Treasurer, Secretary, and such other officers as the Board, from time to time, shall designate. Until the first Board of Directors meeting and until officers are selected thereat, each of the following persons shall hold the below-designated office until her successor is elected and qualified:

President
Vice President
Secretary
Treasurer

Eve Gillies
Jo Hanes
Rebecca Scott
J. Marilyn Dumas

Article X – Not-for-profit status

This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this corporation 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. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

Article XI – Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested exclusively in the Board of Directors, in accordance with the provisions of such Bylaws as they shall adopt and approve, except in the event that the members of the corporation divest the Board of Directors of, and become vested with, the power to direct, manage, and control this corporation, pursuant to Article VI of these Articles of Incorporation, in which event and for such duration as the members are so vested, the power to adopt, alter, amend, or repeal the Bylaws shall be vested also in the members.

Article XII – Amendments to Articles

The power to amend these articles shall be held by the board of directors of the corporation, on a majority vote of all directors currently in office.


Article XIII – Distribution of Assets on Dissolution

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of § 501 (c)(3) of Title 26 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 competent jurisdiction of the county in which the principal office of the corporation 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.

Article XIV – Incorporator & Attestation

The names and address of the incorporator of the corporation, who is a natural person and competent to contract for purposes of forming a corporation under the laws of the State of Florida, is Rebecca Scott, at 4408 N.E. 4th Street, Ocala, Florida 34470.

In witness whereof, the undersigned incorporator has executed these Articles of Amendment to Articles of Incorporation as adopted by the Board of Directors on the 26 day of July, A. D. 2012.



Rebecca Scott, Incorporator

STATE OF FLORIDA

COUNTY OF MARION

Before me, the undersigned authority, personally appeared on this 23 day of July, A.D. 2012, Rebecca Scott, as Incorporator, well known to me, who took an oath administered by me and acknowledged that she executed, freely and voluntarily, the foregoing articles of amendment to articles of incorporation.

SEAL/STAMP



RUSSELL W LA PEER
MY COMMISSION # DD 658941
EXPIRES: February 15, 2013
Bonded Thru Budget Notary Services

Russell W. LaPeer
Name & commission number of notary