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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

BEULAH EQUINE AND CANINE RESCUE AND FOSTER FOUNDATION INCORPORATED

The undersigned, President of BEULAH EQUINE AND CANINE RESCUE AND FOSTER FOUNDATION INCORPORATED (document number N12000000417) (the "Corporation"), a corporation not for profit under the provisions of Chapter 617, *Florida Statutes*, hereby presents these Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation were unanimously adopted by the Board of Trustees (also known as the Board of Directors) of the Corporation on the 13th day of January, 2012. There are no members of the Corporation entitled to vote on these Amended and Restated Articles of Incorporation. The original Articles of Incorporation, filed with the Florida Secretary of State on January 13, 2012, effective January 7, 2012, are hereby amended and restated to read as follows:

ARTICLE I - NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the Corporation is BEULAH EQUINE AND CANINE RESCUE AND FOSTER FOUNDATION INCORPORATED. The principal office of the Corporation is 7958 Sasser Lane, Pensacola, Florida 32526, and the mailing address of the Corporation is 1236 Mazurek Boulevard, Pensacola, Florida 32514.

ARTICLE II - PURPOSES

The purposes for which the Corporation is organized shall be as follows:

(a) To rescue and rehabilitate equine and canine that have been abandoned, abused, or neglected so that they may be adopted by a loving family; and

(b) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the applicable Treasury Regulations as they now exist or may hereafter be amended.

No part of the net earnings of the Corporation shall inure to the benefit of any Trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), and no Trustee or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Amended and Restated 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 under Section 501(c)(3) of the

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Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

ARTICLE III - PRIVATE FOUNDATION CLASSIFICATION

In the event that the Corporation is classified as a private foundation as described in Section 509 of the Internal Revenue Code of 1986, as amended, then the following paragraphs shall apply:

(a) The Corporation shall distribute or apply its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV - MEMBERSHIP

The membership of the Corporation shall consist of the individuals who are Trustees of the Corporation (also known as the Directors of the Corporation) as provided for herein and their successors. Additional classes of membership may be created upon approval of a majority vote of the Board of Trustees.

ARTICLE V - TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual until terminated pursuant to these Amended and Restated Articles of Incorporation, bylaws of the Corporation, and applicable law.

ARTICLE VI - OFFICERS

The Corporation shall have such officers as the Board of Trustees of the Corporation shall in its discretion determine necessary or appropriate for accomplishing the objectives of the corporation. The officers shall be elected by the Board of Trustees (at the annual meeting of the Board of Trustees) or as otherwise provided in the Corporation's bylaws.

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ARTICLE VII - BOARD OF TRUSTEES

The affairs of the Corporation shall be managed by a Board of Trustees (also known as the Board of Directors). The duties, authority and responsibilities of the Trustees shall be the same as corporate directors. The Trustees shall be elected, removed and/or reelected as provided in the bylaws of the Corporation. If provided in the bylaws of the Corporation, the Trustees shall have full power to fill the office of any Trustee who may resign, die, become disabled, or refuse to act as Trustee. Unless otherwise provided in the bylaws of the Corporation, the majority vote of the Trustees in office shall be sufficient for the taking of any action within the power of the corporation.

The Corporation shall have four (4) Trustees. The number of Trustees may be either increased or diminished from time to time as provided in the bylaws of the corporation, but there shall never be less than three (3) Trustees. The names and addresses of the current Trustees of the Corporation are as follows:

Amanda M. Stern
1236 Mazurek Boulevard
Pensacola, FL 32514

Jason E. Stern
1236 Mazurek Boulevard
Pensacola, FL 32514

Mary A. Brothers
9536 Yarrow Circle
Pensacola, FL 32514

Allen Brothers
9536 Yarrow Circle
Pensacola, FL 32514

ARTICLE VIII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the Trustees and officers of the Corporation are subject to this reservation.

ARTICLE IX - BYLAWS

Unless otherwise provided in the bylaws of the corporation, the bylaws of the Corporation are to be made, altered, amended, or repealed by a majority vote of the Board of Trustees at a regular or special meeting of the Board of Trustees.

ARTICLE X - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, or the winding up of its affairs, the assets of the Corporation shall be distributed, in the manner determined by the Trustees of the Corporation, solely to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereinafter be amended.

No Trustee or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE XI - REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 1236 Mazurek Boulevard, Pensacola, Florida 32514, and the name of the registered agent of the Corporation at that address is Amanda M. Stern.

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ARTICLE XII - EFFECTIVE DATE OF AMENDED AND RESTATED ARTICLES

The effective date of these Amended and Restated Articles of Incorporation shall be the date these Amended and Restated Articles are filed with the office of the Department of State of the State of Florida.

Executed on the date set forth below.



Amanda M. Stern, President

Date: September 11, 2012

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of BEULAH EQUINE AND CANINE RESCUE AND FOSTER FOUNDATION INCORPORATED. Further, I am familiar with and accept the duties and obligations of such designation.



Amanda M. Stern

Date: September 11, 2012

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