

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
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*Amended Restated Act*

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2012 JUN 27 AM 10:40  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
AMENDMENT AND RESTATEMENT  
ARTICLES OF INCORPORATION OF  
FRIENDS OF CLAY COUNTY ANIMALS, INC.

I, the undersigned officer, do hereby certify that the following Amendment and Restatement to the Articles of Incorporation of FRIENDS OF CLAY COUNTY ANIMALS, INC. a Florida corporation, was unanimously approved and adopted by a Special Meeting of the Board of Directors on the 5th day of June 2012.

AMENDMENT

The Articles of Incorporation of FRIENDS OF CLAY COUNTY ANIMALS INC. is amended and restated by deleting Articles I through Article VIII of the Articles of Incorporation and by restating therefore the following Articles One through Twelve:

Article One  
Name

The name of the corporation is FRIENDS OF CLAY COUNTY ANIMALS, INC.

Article Two  
Organized Not for Profit

The corporation is a Florida not for profit public benefit corporation and is not organized for the private gain of any person. It is organized pursuant to Florida Statutes Chapter 617.

Article Three  
Address of Principal Office

The street address of the initial principal office and the mailing address of the corporation is: 2048 Rivergate Drive, Fleming Island, FL 32003 US

Article Four  
Specific Purpose

The corporation is organized exclusively for the prevention of cruelty to animals.

Article Five  
Election of Directors

Pursuant to F.S. 617.0202(1) (d) Directors shall be elected as stated in the bylaws of the corporation.

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Article Six  
Initial Directors

The officer and directors of the corporation are:

Andrea L. Cassman                      President and Director  
2048 Rivergate Drive  
Fleming Island, FL 32003

Kathi Holder                      Treasurer and Director  
2719 North Periwinkle Avenue  
Middleburg, FL 32068

Jackie Morrison                      Secretary and Director  
1712 Covington Lane  
Fleming Island, FL 32003

Jerrica J. Haywood                      Vice President and Director  
1670 Wells Road  
Green Cove Springs, FL 32043

Article Eight  
Property of Corporation

The property of this corporation is irrevocably dedicated to the purposes set forth above and no part of the net income or assets of this corporation shall ever inure to the benefit of any shareholder, individual, director, officer or member thereof, or to the benefit of any private persons, except that the 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 Four hereof and to the extent permitted by applicable law.

Article Nine  
Dissolution and Winding Up

Upon dissolution or winding up of the corporation, its assets remaining after payment of, or provisions for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for public or charitable purposes and that has established its tax-exempt status under Internal Revenue Code Section 501(c) (3), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by any proper court having jurisdiction over the matter, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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Article Ten  
No Political Activity

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Any advocacy of a particular position or viewpoint must present a sufficiently full and fair exposition of the pertinent facts to permit any individual or the public to form an independent opinion or conclusion.

Article Eleven

Organized Pursuant to  
Internal Revenue Code Section 501(c)(3)

This corporation is organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Internal Revenue Code Section 501 (c)(3). Notwithstanding any other provision of these articles, the corporation shall not carry on or engage in any other activities or exercise any powers not permitted to be carried on or exercised (a) by a corporation exempt from federal income tax pursuant to internal Revenue Code Section 501(c) (3) (or corresponding provision of any future Internal Revenue Code) or (b) by a corporation to which contributions are deductible under Internal Revenue Code Section 170(c) (2) (or corresponding provision of any future Internal Revenue Code).

Article Twelve  
Membership

The Corporation shall not have any members.

  
Andrea L. Cassman  
President

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