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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : KIRK FRIEDLAND
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FLORIDA PROFIT/NON PROFIT CORPORATION
On the Wings of Angels Rescue Foundation, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
ON THE WINGS OF ANGELS RESCUE FOUNDATION, INC.
A NOT FOR PROFIT FLORIDA CORPORATION

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12 JUL -6 PM 4:25
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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned, the majority of whom are citizens of the United States, desiring to form a Florida Non-Profit Corporation do hereby certify:

ARTICLE I

NAME

The name of this non-profit corporation shall be: **ON THE WINGS OF ANGELS RESCUE FOUNDATION, INC.**

ARTICLE II

This is a not for profit corporation that shall exist perpetually.

ARTICLE III

This is a not for profit corporation organized to promote animal welfare throughout the world.

This corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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ARTICLE IV

The corporation shall have no capital stock. The conditions of membership in the corporation, and the rights and obligations of its members shall be as fixed by, or in the manner provided in, the By-Laws of the corporation.

ARTICLE V

The name and address of the initial registered agent are: KIRK FRIEDLAND, 250 South Australian Avenue, Suite 601, West Palm Beach, Florida, 33401.

The initial principal office of the corporation is: 250 South Australian Avenue, Suite 601, West Palm Beach, Florida, 33401.

ARTICLE VI

There shall initially be three (3) directors on the Board of Directors who shall be elected as follows: Directors can be nominated by any member of the Board of Directors. For a nominee to be considered, a second is required. If a candidate is nominated and the nomination is seconded, approval will be subject to a majority vote. The names, addresses and offices of the initial Directors are as follows:

Helen Rosburg - President	9004 Chateau du Soleil Lane, Odessa, FL 33556
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James A. Rosburg - Vice President	9004 Chateau du Soleil Lane, Odessa, FL 33556
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Alexandra DeGray - Vice President and Secretary/Treasurer	19712 Gunn Hwy., Odessa, FL 33556
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ARTICLE VII

The name and address of the incorporator is as follows:

Kirk Friedland	250 S. Australian Ave., Suite 601, West Palm Beach, FL 33401
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ARTICLE VIII

The name and address of the initial members are as follows:

Helen Rosburg	9004 Chateau du Soleil Lane, Odessa, FL 33558
James A. Rosburg	9004 Chateau du Soleil Lane, Odessa, FL 33558
Alexandra DeGray	19712 Gunn Hwy., Odessa, FL 33558

ARTICLE IX

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be no less than three (3) and not more than seven (7).

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-Laws of this corporation authorize the Directors to so act and such statement shall be prima facie evidence of such authority.

ARTICLE X

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that this

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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 Third hereof. 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 in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or the corresponding section for any future federal tax code. The foregoing powers are also subject to the limitations that, if the corporation is a private foundation, the corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on distributed income imposed by Section 4942 of the Internal Revenue Code, and the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, and shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

ARTICLE XI

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or

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the 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 so disposed of shall be disposed of by a 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 XII

Amendments to these articles of incorporation may be adopted by a two thirds (2/3) vote of the Members.

IN WITNESS WHEREOF, the undersigned, as the incorporator, has signed these Articles of Incorporation this 3rd day of July, 2012.

In the presence of the following witnesses:



(Print Name) Beverly Sennett



Kirk Friedland



(Print Name) NIKKI L. Dowlen

STATE OF FLORIDA

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COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 3rd day of July, 2012 by Kirk Friedland, who is personally known to me or who produced _____ as identification.



BEVERLY BENNETT
MY COMMISSION # EE 160974
EXPIRES: April 28, 2016
Served Two Budget History Services

Beverly Bennett

Notary Public:
Commission No:
My commission expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

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12 JUL -6 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That the **ON THE WINGS OF ANGELS RESCUE FOUNDATION, INC.** is to be organized under the laws of the State of Florida, with its registered office being 250 South Australian Avenue, Suite 601, West Palm Beach, Florida, 33401, as set forth in the Articles of Incorporation and has named KIRK FRIEDLAND as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


KIRK FRIEDLAND

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