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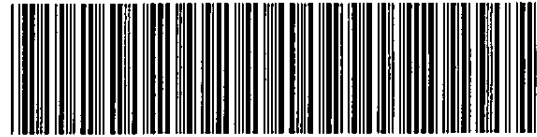
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NOTARY STATE
OF ILLINOIS

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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: The Show Love Foundation, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50 + \$6 =
Filing Fee,
Certified Copy
& Certificate

\$93.50

ADDITIONAL COPY REQUIRED

FROM: Timothy Daniels

Name (Printed or typed)

1835 Silver Street

Address

Jacksonville, FL 32206

City, State & Zip

904-764-2303

Daytime Telephone number

TSLFoundation@gmail.com

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

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
THE SHOW LOVE FOUNDATION, INC.
(Not For Profit)

In compliance with Chapter 617, F.S.

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ARTICLE I – NAME

The name of this not-for-profit corporation is:

The Show Love Foundation, Inc.

ARTICLE II – PRINCIPAL OFFICE

Street address:

1835 Silver Street
Jacksonville, FL 32206

MAILING ADDRESS:

P.O. Box 40971
Jacksonville, FL 32203

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ARTICLE III – PURPOSE

This not-for-profit corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service Code of 1986, and as amended (by the corresponding provisions of any future United States Internal Revenue law). The sole purpose of this organization is to share positive awareness of wholesome and peaceful ways to grow “natural” produce gardens, so the prevention of cruelty to animals can be accomplished by the increasing of wildlife habitats - thus giving more creatures the opportunity to live naturally without human involvement, as they were created. Additionally, this organization shall never discuss examples of animal cruelty, because children should not have to be exposed to such negativity. Children are the future of our world.

ARTICLE IV – NUMBER OF DIRECTORS

At no time shall the number of directors on The Board be less than three, since it is the minimum required by Florida state law. At no time shall the number of directors be more than six. If there are six, The “full” Board would be comprised as follows: Three “Executive Directors (see Section 4.1); and three “Directors-In-Training” with no powers nor voting rights (see Section 5.2, and Section 11.1).

Section 4.1 – Total “Executive Director” (ED) Positions: There are three, as follows:

DIRECTOR 1 (ED1) = Chief Executive Officer, Chief Documents Officer, President, Board-Chair

DIRECTOR 2 (ED2) = Chief Communications Officer, Chief Education Officer, Vice-President

DIRECTOR 3 (ED3) = Chief Programs Officer, Treasurer, Secretary, Vice-Chair

All three executive directors have voting rights and full powers. See Article VIII for more information on the duties of the Executive Directors.

Section 4.2 – “Directors-In-Training” (D-IT) Positions: The only time more than three directors on The Board shall be permitted, is during a clearly defined training period of a successor director to be an Executive Director (see Section 4.1). The clearly defined training period as collectively defined in writing by the Executive Directors, shall ensure proper training of the successor director, by allowing for an over-lapping of terms of service time. Therefore, the potential exists for a total of six directors on The Board at one time (comprised of three “Executive Directors” with voting rights and full powers; plus three successor “Directors-In-Training” with no voting rights nor powers). The official titles of the Directors-In-Training are listed as follows:

Director “1” In-Training (D-IT1), to eventually take over for ED1

Director “2” In-Training (D-IT2), to eventually take over for ED2

Director “3” In-Training (D-IT3), to eventually take over for ED3

Section 4.3 – Current List Of Directors On The Board: Each year during the week of May 25th, and also whenever there is a reportable change during the year, the Secretary (S) will revise and date the form entitled ‘Current List Of Directors On The Board’, and then distribute it accordingly. This form shows information concerning each director, such as: name; titles; and

term dates. The Chief Documents Officer is responsible for placing the revised form into the organization's permanent internal operations library.

ARTICLE V – POWERS

Section 5.1 – Executive Directors (ED): The “current voting directors” are the Executive Directors. They have full authority and responsibility to accomplish the purposes of this organization as set forth in Article III, for a not-for-profit corporation legally operating in the State of Florida, and for an organization to be considered by the Internal Revenue Service to be publicly supported.

As required by the Internal Revenue Service, this organization shall maintain a continuous and bona fide method for solicitation of funds from the general public, in order to obtain at least 10% of its annual receipts. This method is called the “General Donations to Conscientious Administration”, and the method shall state its written purpose along with contribution instructions, on this organization's web-site or on/in other appropriate media (pre-approved by The Board).

The Executive Directors set and approve by regular vote, all compensation to employees, managers, officers and directors, within the limits of the Internal Revenue Service.

The Executive Directors have full responsibility for ensuring the successful running of the organization's only three programs (in sole accord with the organization's purpose, as stated in Article III): The “Respect & Understand All Living Things Program”, which properly administers the distribution of children's garden newsletters, pamphlets, CDs, movies, etc.; The “Return-It-Back-To-Nature Program”, which properly administers the registration of “Wildlife Habitat Produce Gardens”, and the associated sale of start-up kits, certificates and signs; and The “Conscientious Administration Program”, which properly administers the development and operation of ‘The Show Love Foundation Library’ and bookstore, as well as ensuring the organization's home office is accountable, proficient and professional.

Executive Directors are higher in ranking than Directors-In-Training (D-IT), and the Executive Directors are responsible for mentoring each Director-In-Training during their training period (see Section 5.2).

Section 5.2 – Directors-in-Training (D-IT): A Director-In-Training has no powers and has no voting rights, until they are officially made an “Executive Director” and the amendment form has been filed with (and accepted by) the Florida Division of Corporations.

ARTICLE VI – LIMITATIONS

Section 6.1 – Self-dealing is prohibited: No part of the net earnings of this organization shall inure to the benefit of, or be distributable to its directors, officers, trustees, or other private persons, except that this not-for-profit 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 hereof.

Section 6.2 – No political influence allowed: No part of the activities of the organization shall engage in propaganda, or otherwise attempt to influence legislation, and the organization 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.

Section 6.3 – Activities prohibited by the IRS: Notwithstanding any other provision of these articles, this organization shall not engage in activities prohibited (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 of any future federal tax code.

Section 6.4 – Notoriety prohibited: This organization will not provide memberships to its donors or sponsors, nor will it permit any donor or sponsor to use this organization's name in publicity and/or advertisements.

Section 6.5 – Volunteers prohibited: This organization strictly prohibits the use of volunteers.

Section 6.6 – Infringement on “creatures” prohibited: This organization strictly prohibits (in all its literature, movies, etc.) the use of “creatures with humans” and/or the use of “creatures with human-made objects”. Creatures are allowed, but is the human element that shall be avoided (compare to Section 6.8).

Section 6.7 – Images and sounds of “humans” prohibited: This organization strictly prohibits (in all its literature, movies, etc.) the use of human images or human sounds. The only exception to this rule would be limited images/sounds of simple gardening equipment, and of simple kitchen implements for cooking produce at meal times.

Section 6.8 – Images and sounds of “human-made objects” prohibited: This organization strictly prohibits (in all its literature, movies, etc.) the use of any images or sounds of human-made objects, since the focus shall be on nature instead. The only exception to this rule will be the limited use of images of simple gardening objects, and of simple kitchen objects for cooking produce at meal times.

Section 6.9 – Religious references are prohibited: While this organization recognizes that everything in nature is divinely made by a Creator, references to religion or religious material is not allowed.

Section 6.10 – Prohibition of donor-advised-funds (or any similar funds): This organization shall not allow outside parties to influence the activities of this organization, in any way. A donation of this kind shall never be received by this organization.

Section 6.11 – Receipt of endowments by the organization is prohibited: This organization shall refuse all endowments.

Section 6.12 – Non-monetary donations are prohibited: Assets other than money are not allowed to be received by this organization.

Section 6.13 – Political references are prohibited: Statements concerning politics and campaigns are strictly not allowed. This organization is a law-abiding one, holding the highest of standards while acting in complete compliance with the law. However, it is not the place of this organization to make statements that are of a political type.

Section 6.14 – Donations to other organizations are strictly prohibited: Except upon dissolution, this organization shall not make contributions, of any kind, to other organizations, whether they are tax exempt or not (see Article XX).

Section 6.15 – Delegation of management duties to a third-party is strictly prohibited: This organization shall never delegate any management duties to any third-party or vendor. All such duties are the sole responsibility of this organization's directors, officers, and employees.

Section 6.16 – Prohibition on joint ventures, and similar arrangements with a taxable entity: This organization shall never participate in joint ventures, or the like, with other organizations or businesses.

Section 6.17 – Prohibition on affiliations: This organization shall never recognize, or participate in, affiliations with any persons or other organizations.

Section 6.18 – Gaming activities are strictly prohibited: Gaming activities, raffles, and related activities are not allowed to be conducted by this organization.

Section 6.19 – Investment management is strictly prohibited: This organization shall never give its funds to an investment management company, and also this organization's funds shall never be invested into the stock market.

Section 6.20 – Loans are prohibited: This organization shall never loan funds to officers, directors, or employees. Additionally, this organization shall never make a loan or mortgage to any person or any organization.

Section 6.21 – Royalties are prohibited: This organization shall never pay royalties to any person or any organization.

Section 6.22 – Escrow receipts are prohibited: This organization shall never accept funds to be held in escrow.

Section 6.23 – New programs are forever prohibited: This organization shall never add a new program. The only three programs this organization is authorized to run (please see Article 5.1 for details), are as follows: The "Respect & Understand All Living Things Program"; The "Return-It-Back-To-Nature Program"; and The "Conscientious Administration Program".

Section 6.24 – Release of donor names is strictly prohibited: This organization will not release the names or information of contributors, except when required by the Internal Revenue Service or by other governmental law.

ARTICLE VII – OATH OF THE DIRECTORS

Each director, whether an executive director or a director-in-training, must annually submit to the Secretary (S) by May 25th, a notarized affidavit (entitled “Annual Affidavit of Director’s Oath”) written in their own handwriting, attesting to and promising to the following: “(1) That I am mentally, physically and emotionally competent to serve as a director; (2) That I have never been convicted of a felony or of any crime listed in the Florida statute for “Disqualifications of Educational Personnel K-20”, (Florida statute 1012.315 in 2012, or its revised number, thereafter); (3) That I have made a serious personal commitment to support the “purpose” of this organization, as stated in Article III, in a manner that a responsible custodian would behave; (4) That I fully understand this organization is “charitable” and in order to maintain its federal tax exemption, this organization must engage primarily in the activities which accomplish its tax-exempt purpose; (5) That I will personally read and reflect on the Articles of Incorporation of this organization, each year during the month of May, to keep fresh in mind all the organization’s vital rules; (6) That I have not, and will not, violate any of the Articles of Incorporation or By-laws of this organization; (7) That I will never engage in an activity which would be considered a conflict of interest to this organization, and also I will never engage in an activity which is in direct conflict to the stated “purpose” of this organization in Article III; (8) That I will never become in a position of personally benefiting by any transaction of this organization (or by having a family member personally benefit), and that I will disclose in writing in a timely manner to each of the Executive Directors, all details which may possibly be viewed as a conflict of interest; (9) That I will be a fine example in showing fellow members of The Board, a mutually respectful attitude; (10) That I will do all things with integrity and wisdom; (11) That I will promote by personal example, a natural approach to a healthy and balanced life style, while focusing on nourishing a holistic community; (12) That I will lead by subtle example, to never be condemning or confrontational; (13) That I will regularly attend the Meetings of the Board of Directors, and also that I will regularly attend assigned sub-committee meetings, while staying well informed and by being well prepared; (14) That if I am an Executive Director, I will personally read, ask questions and sign-off of in a timely manner, the final draft of annual financial statements and tax return(s) of the organization; (15) That I will annually disclose in writing to the Secretary (S) by March 1st, notice of any family relationships with other directors or employees; of any business relationships with other directors or employees; or of any personal relationships with other directors or employees; (16) That I will have a volunteering and willing heart condition, and I will complete assigned duties and tasks on time and thoroughly; (17) That I will be accepting of lowly work, and that I will never try to be the dominant member of The Board, since all members of The Board are viewed as equal when it comes to lowly work; (18) That I will abide by any vote of the Board of Directors, to include votes involving a decision as to whether a conflict of interest exists, or as to whether any other violation has occurred of the Articles of Incorporation of this organization; (19) That if I become a suspect in a misdemeanor or felony crime, that I will provide a thorough written notice to the Secretary (S) within 10 days following the charges made by law enforcement, containing the nature of the charge(s), the date(s), the location of the alleged crime(s), and any other pertinent information. The Secretary (S) will then have The Board Chair put it at the top of the agenda for the next “regular” Meeting of The Board of Directors, or call a “special” meeting of The Board to discuss the said written notice; (20) That I will gracefully resign as a director, while fully cooperating with such a transition, if a time comes when it is not possible for me to fulfill the above listed promises.”

ARTICLE VIII – DUTIES OF THE EXECUTIVE DIRECTORS

Each of the three Executive Directors have multiple titles and duties, as follows:

Section 8.1 – DIRECTOR 1 (ED1): This “Executive Director” serves as,

Chief Executive Officer (CEO) – *Responsible for leading The Board of Directors in a strong but humble manner. Responsible for ensuring The Board of Directors keeps a keen focus on accomplishing the “purpose” of this organization, as stated in Article III. Responsible for being a fine example in showing mutual respect to all living things.*

Chief Documents Officer (CDO) – *Responsible for the proper oversight, custody and care of ‘The Show Love Foundation Library’ (a paper and electronic multi-media library) which is comprised of: 1) sub-library ‘A’ – the repository of documents concerning the legal operation and administration of this organization; 2) sub-library ‘B’ – the repository of nature-based files containing recorded images and written statements, that are used to fulfill the “purpose” of this organization, as stated in Article III. Also, the ‘CDO’ must work closely with the Chief Education Officer (CEDO) to ensure all educational standards are met for documents and files (see Section 8.2, and also Article XIII). The ‘CDO’ must also work closely with the Chief Programs Officer (CPO), as discussed in Section 8.3 below. Additionally, the ‘CDO’ is responsible for working closely with the Secretary (S) to ensure all internal and external document copies are properly submitted to the Library, and accounted for.*

President (P) – *Responsible for over-seeing the daily operations of this organization in a strong but humble manner. Responsible for successfully and proficiently implementing the directions received from The Board of Directors. Responsible for successfully executing the annual goals of this organization, as set by The Board of Directors.*

Board Chair (BC) – *Responsible for leading The Board of Directors in a strong but humble manner. Responsible for publishing the date, place and time of all the meetings of The Board, a year in advance if possible (see Article XII).*

Section 8.2 – DIRECTOR 2 (ED2): This “Executive Director” serves as,

Chief Communications Officer (CCO) – *The ‘CCO’ is the liaison for this organization and is responsible for over-seeing all in-bound and out-bound communications (written, oral, or otherwise), to ensure they meet the standards set forth in these Articles of Incorporation. The ‘CCO’ is well qualified to handle a variety of situations, which range from emergency issues, to approving specific methods of donation collections.*

Chief Education Officer (CEDO) – *Responsible for leading the organization’s activities of education (internal and external), which is the foremost important aspect of the organization’s existence. The ‘CEDO’ is also responsible for ensuring that ‘The Show Love Foundation Library’, bookstore, as well as this organization’s three programs, are compliant with the educational standards set forth in Article XIII. The only three programs of this organization are: “Respect & Understand All Living Things”; “Return-It-Back-To-Nature”; and “Conscientious Administration”. The ‘CEDO’ must also work closely with the Chief Documents Officer (CDO) and the Chief Programs Officer (CPO), as discussed in Section 8.1 and Section 8.3, respectively.*

Vice-President (VP) – *Responsible for assisting the President in the daily operations of this organization, and cross-train as such.*

Section 8.3 – DIRECTOR 3 (ED3): This “Executive Director” serves as,

Chief Programs Officer (CPO) – *Responsible for over-seeing in a strong and humble manner, the operations of this organization’s three programs. Specifically, the ‘CPO’ is responsible for ensuring that the “Respect & Understand All Living Things Program” properly*

administers the distribution of children's garden newsletters, pamphlets, CDs, movies, etc. The 'CPO' is also responsible for ensuring that the "Return-It-Back-To-Nature Program" properly administers the registration of "Wildlife Habitat Produce Gardens", and that the associated sale of start-up kits, certificates and signs is also properly administered. The 'CPO' is also responsible for ensuring that the "Conscientious Administration Program" properly administers the development and operation of "The Show Love Foundation Library" and bookstore, as well as ensuring the organization's home office is accountable, proficient and professional in its fulfillment of the organization's stated "purpose" in Article III. The 'CPO' must also work closely with the Chief Documents Officer (CDO) and the Chief Education Officer (CEDO) to ensure that all the program materials are compliant with this organization's educational standards (see Article XIII).

Treasurer (T) – Responsible for accounting for all monetary transactions, assets, etc.

Responsible for the custody of all this organization's funds and financial records.

Secretary (S) – Responsible for recording the minutes to the Meetings of The Board of Directors, including all votes. Also responsible for collecting specific documents as stated in other articles of these Articles of Incorporation (Article 4.3, and Article VII, for example).

Vice-Chair of The Board (VC) – Responsible for assisting the Chair of The Board of Directors, and cross-training as such.

ARTICLE IX – TERMS OF TIME OF THE DIRECTORS

Section 9.1 – Founding Directors (FD): The three Founding Directors (FD) may serve life-time terms on the Board. They have absolute tenure, but they are also free to resign, and they are also welcome to reinstate after a favorable acceptance vote by the future Board of Directors, if there is a director position open. If reinstated, a Founding Director reclaims his/her term status of absolute tenure.

Section 9.2 – Non-Founding Directors (NFD): The Non-Founding Directors shall serve for a five year term. If a director desires to serve an additional five year (or less) term, then a written request as such shall be presented to each of the Executive Directors, before the last six months of their term begins. Each additional term must be officially decided by a special vote of the Executive Directors within 30 days of the receipt of the written request, and approved only by a unanimous winning vote. Before a vote can be taken, The Board must re-run and then re-evaluate the fingerprint-based criminal background check (compare to Article 10.2). There is no limit to the amount of terms a director may serve, if approved each time by a special vote of The Board. The training time of a Director-In-Training is included in the calculation of his/her five year term, since his/her "beginning term date" is the date The Board officially voted and approved the candidate as a "Director-In-Training" (D-IT).

ARTICLE X – MANNER OF ELECTING DIRECTORS

Section 10.1 – Founding Directors (FD): Founding Directors are not elected because absolute tenure is hereby given to each of the three Founding Directors listed in 'Article XIV'. The only exception to absolute tenure shall be if a Founding Director resigns on his/her own initiative – then absolute tenure is terminated (see Section 9.1, above).

Section 10.2 – Non-Founding Directors (NFD): All directors that are not one of the three Founding Directors, are called Non-Founding Directors ‘NFD’. (Founding Directors are listed in Article XIV.)

To be a candidate for a ‘NFD’ position, a person should be among other things: 18 years or older; sincerely committed to the purpose of the organization, and also be a natural person. The candidate must next pass a fingerprint-based criminal background check, based upon the same criteria shown for instructional personnel in the Florida statutes for “Disqualifications of Educational Personnel K-20” (s. 1012.315 in 2012, or its revised number, thereafter). Even if no contact with children is expected, the candidate can not be convicted of any of the criminal acts listed in this statute. Fingerprints shall be submitted to the Florida Department of Law Enforcement for statewide criminal records check processing, and to the Federal Bureau of Investigation for federal criminal records check processing. (Compare to Article 15.2). Afterward, a candidate would then be evaluated by The Board against the “oath of director” (as stated in Article VII), over a period of a year or more, before being formally invited by The Board, in writing, to become a ‘NFD’ candidate (please see Article 11.3a). The Board shall be in unanimous favorable agreement by special vote, to formally invite someone to be a candidate for a ‘NFD’ position. Consideration of a candidate can be revoked by a special vote of The Board, at any time, for any reason they see appropriate. If consideration is revoked, then a timely written letter, stating such, shall be provided to the ‘NFD’ candidate.

A ‘NFD’ candidate shall only be accepted to The Board by a formal special vote of the Executive Directors (please see Article 11.3b). A unanimous favorable winning vote is required for the acceptance of Non-Founding Director, not a majority winning vote.

A Non-Founding Director (NFD) is a Director-In-Training (D-IT). Eventually the ‘NFD’ can be become an Executive Director (ED), by a formal special vote of the Executive Directors (see Article 11.3c). A unanimous favorable winning vote is required for the acceptance of an Executive Director, not a majority winning vote.

No type of Non-Founding Director shall be considered ‘active’, until the Florida Division of Corporations accepts the amendment form filed by the Secretary (S) of this organization. Directors-In-Training have no voting rights and no powers, only the Executive Directors have voting right and powers.

ARTICLE XI – VOTING PROCEDURES OF THE EXECUTIVE DIRECTORS

All voting results (whether regular or special) must be recorded in the organization’s meeting minutes by the Secretary (S).

Section 11.1 – Voting Rights Withheld: Concerning directors that are “Directors-In-Training” (D-ITs), they shall have no voting rights or powers, at all.

Section 11.2 – Regular Voting: For all routine decisions, “regular voting” applies. The only persons with authority to vote are the Executive Directors (ED). Regular voting is not special voting. Regular voting priority is divided into two categories. One category is for “Founding Directors of The Board (FD)”, and the second category is for the “Non-Founding Directors of

The Board (NFD)”. Directors-In-Training (D-IT) have no voting rights nor powers. There are four scenarios for regular voting, as follows, with the majority percentage winning the vote:

<u>Voting Table 1</u>	<u>Voting Table 2</u>	<u>Voting Table 3</u>	<u>Voting Table 4</u>
FD = 33.33%	FD = 40%	FD = 60%	NFD = 33.33%
FD = 33.33%	FD = 40%	NFD = 20%	NFD = 33.33%
FD = 33.33%	NFD = 20%	NFD = 20%	NFD = 33.33%

If there ever exists a temporary time period when there are only two Executive Directors, and if a unanimous voting agreement can not be made when making a regular vote on an important item, the item shall come up for vote in another week at a special vote meeting. If then there is another stale-mate, then the item shall again be voted on in another week. In the event of a fourth stale-mate, a flip-of-the-coin can be used to make a final decision in the vote, if it is imperative to make a decision at that time. Otherwise, it may be postponed for another future vote.

Section 11.3 – Special Voting: The term “special voting” refers to non-routine decisions which are voted on by the Executive Directors. Special voting requires a unanimous favorable vote to win, not a majority to win. These are the only cases of special voting procedures:

- a. Inviting a person to be a candidate for a Non-Founding Director position (see Article 10.2).
- b. Electing a Non-Founding Director as a Director-In-Training (see Article 10.2)
- c. Moving a Non-Founding Director, from a Director-In-Training to an Executive Director (see Article 10.2)
- d. Removing a Non-Founding Director (see Article 15.2)
- e. Approving additional terms of time for a Non-Founding Director (see Article 9.2)
- f. Deciding if a “conflict of interest” exists for a director or an employee, and/or deciding if a director or if an employee has violated any of the Articles of Incorporation, and/or violated any of the By-laws of this organization, (for example, Article VI “Limitations”; and VII “Oath of The Directors”). Such violations may be viewed by The Board as serious enough to warrant the removal of the director or employee.

ARTICLE XII – MEETINGS OF THE BOARD OF DIRECTORS

To be considered a formal meeting of The Board, at least 2/3 of the Executive Directors (ED) must be in attendance.

Section 12.1 – “The Monthly Board of Directors Meeting”: Each and every month, the directors will hold a regularly scheduled formal meeting which is intended to be a forum for the organization’s business. It is the responsibility of The Board Chair (BC) to publish and mail the written meeting schedule to the attendees, a year in advance if possible, indicating the date, place and time of each meeting. At no time should the written notice be given less than 30 days before a Board of Directors meeting. Otherwise, it would be a “special” meeting. The Board Chair shall make appropriate revisions to the regular meeting schedule, as needed. Regular meetings should last no longer than one hour, except in an extreme situation. Executive Directors (ED), as well as Directors-In-Training (D-IT), shall attend. The meeting minutes are recorded by the

Secretary (S). Each meeting The Board shall approve by voting, the recorded minutes from the previous meeting. Also at each Monthly Board of Directors Meeting, the Treasurer (T) shall provide an oral and written overview of the previous month's accounting.

Section 12.2 – “Special Meetings of The Board of Directors”: To accommodate the special needs of this organization, a formal “special” meeting can be called by any Executive Director (ED). The Chair of The Board (BC) shall be responsible for properly notifying the entire body of Executive Directors about the specifics of the meeting (date; time; place; meeting purpose; etc.), and also for notifying other attendees, such as the Directors-In-Training (D-IT), if applicable. If the Chair of The Board (BC) is not available, then the meeting notifications are the responsibility of the Vice-Chair (VC). Special meeting should come with at least 10 days written notice to the attendees.

Section 12.3 – “The June Executive Directors Special Meeting”: Each June a single special meeting will occur. It shall be properly scheduled by the Chair of The Board (BC), at least 30 days in advance, indicating the date, time and place of the meeting. This meeting is for Executive Directors (ED) only, and shall not be attended by Directors-In-Training (D-ITs). The sole purpose of this meeting is to review each and every director's current signed and notarized “Annual Affidavit of Director's Oath” statement. Also, the most current fingerprint-based criminal background checks (from Article 10.2) for each and every Non-Founding Director (NFD) will be reviewed. Additionally for review at this meeting, will be any other information pertinent to the qualifications and development of the directors.

ARTICLE XIII – EDUCATIONAL STANDARDS

Both the internal and external educational standards of this organization shall not contradict any other Articles of Incorporation of this organization.

Section 13.1 – Internal Standard: The development of internal training materials should be a balance of simple and detailed. The goal of all training materials shall be: *To make learning the easiest that it can be.* Training materials shall be documented and permanently stored in “The Show Love Foundation Library – sub-library A”, in the internal portion named “Internal Training Materials”.

Section 13.2 – External Standard: The utmost in care shall be given to develop all “educational materials for external use” to be appropriate for children and their settings. All materials shall be simple and peaceful, focusing on nature. While all the Articles of Incorporation of this organization must be recognized, extra attention shall be given to the “limitations” set forth in Article 6.6 through 6.8, concerning images and sounds. Copies of all “materials for external use” shall be permanently stored in “The Show Love Foundation Library – sub-library B”.

ARTICLE XIV – INITIAL EXECUTIVE DIRECTORS

The Founding Directors (FD) of The Board are hereby forever sealed. They are as follows:

EXECUTIVE

DIRECTOR 1 (ED1) – Chief Executive Officer (CEO); Chief Documents Officer (CDO); President (P); Board-Chair (BC): Timothy L. Daniels, P.O. Box 40971, Jacksonville, FL 32203

EXECUTIVE

DIRECTOR 2 (ED2) – Chief Communications Officer (CCO); Chief Education Officer (CEDO); Vice-President (VP): Altha Outlaw, P.O. Box 40971, Jacksonville, FL 32203

EXECUTIVE

DIRECTOR 3 (ED3) – Chief Programs Officer (CPO); Treasurer (T); Secretary (S); Vice-Chair (VC): Carri L. Daniels, P.O. Box 40971, Jacksonville, FL 32203

ARTICLE XV – RESIGNING and REMOVING DIRECTORS

Section 15.1 – Timing of a Voluntary Resignation: A director of The Board may resign by giving written notice to each Executive Director (ED), before the last six months of their term begins. It is the responsibility of the Secretary (or else the Chief Executive Officer (CEO), if it is the Secretary (S) that is resigning), to submit the appropriate amendment form to the Florida Division of Corporations three days prior to a director's effective termination date, to remove the out-going director.

Out-going directors have up to 48 hours upon their termination, to return to the Chief Executive Officer (CEO), any and all records and assets in their position that belong to this organization.

Section 15.2 – Involuntary Removal:

A Non-Founding Director (NFD) can be removed from The Board, by formal special vote of the Executive Directors (please see Article 11.3d,f). Such a vote must be in unanimous agreement before removing a director. Grounds for such a vote shall be due to one or more of the following reasons: 1) a felony conviction, or a failure of the fingerprint-based criminal background check for educational personnel as discussed in Article 10.2; 2) a disregard for any portion of the 'Oath' in Article VII, or a disregard for any portion of these Articles; 3) a disgraceful public act; or 4) another serious ethical violation.

ARTICLE XVI – REGISTERED AGENT

Timothy L. Daniels
1835 Silver St.
Jacksonville, FL 32206

ARTICLE XVII – INCORPORATORS

There are three incorporators, as follows:

Timothy L. Daniels
P.O. Box 40971
Jacksonville, FL 32203

Altha Outlaw
P.O. Box 40971
Jacksonville, FL 32203

Carri L. Daniels
P.O. Box 40971
Jacksonville, FL 32203

ARTICLE XVIII – AMENDMENTS

This organization reserves the right to amend these Articles of Incorporation to make appropriate administrative changes, but it shall never repeal any provision contained in these Articles. No provisional changes can ever be made to Article I; nor to Articles III through XV; nor to Articles XVII through XX.

ARTICLE XIX – BY-LAWS

The Board of Directors shall adopt the initial by-laws of this organization. The By-laws shall be in complete agreement and harmony with these Articles of Incorporation.

ARTICLE XX – DISSOLUTION

Although the intent of this organization is to continue indefinitely into the future, it may become necessary to dissolve this organization (but only for an extremely, extremely, extremely rare and unforeseen reason which is outside of the control of The Board of Directors). In case the drastic event of dissolution is considered by The Board, it would be better to allow this organization to go dormant for a period of time, rather than to dissolve this organization. The Board would develop a proper detailed legal plan for dormancy, while displaying the utmost care as to when and how to start-up in the future.

Upon dissolution, however, the Circuit Court judge with jurisdiction shall distribute the remaining assets, after paying any verified liabilities, to one or more tax exempt organizations, as

recognized under section 501(3)(c) of the Internal Revenue Code (or the corresponding section of any future federal tax code). The Circuit Court judge will ensure the other organization(s) already has a solid long history of excellence in the business of extending loving kindness to suffering animals, by providing emergency care to animals in crisis following a disaster.

Having been named as registered agent to accept service of process for the above stated not-for-profit 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

Timothy L. Daniels
Timothy L. Daniels, Registered Agent

8/14/12
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Timothy L. Daniels
Timothy L. Daniels, Incorporator

8/14/12
Date

Altha Outlaw
Altha Outlaw, Incorporator

8/14/12
Date

Carri L. Daniels
Carri L. Daniels, Incorporator

8/14/12
Date

NOTARY:

Evelyn Noel

NOTARY PUBLIC-STATE OF FLORIDA
Evelyn Noel
Commission # DD945458
Expires: JAN. 18, 2014
BONDED THRU ATLANTIC BONDING CO., INC.

FILED
12 AUG 15 AM 10:55
NOTARY PUBLIC
STATE OF FLORIDA