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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

GENA WEISS DOG RESCUE, INC.

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- ___ Art of Inc. File _____
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- ___ L.C. File _____
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- ___ Merger File _____
- ___ Art. of Amend. File _____
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- ___ Fictitious Owner Search _____
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**ARTICLES OF INCORPORATION
OF
GENA WEISS DOG RESCUE, INC.
(A Florida Not-For-Profit Corporation)**

**ARTICLE I
Name**

1.01 Name.

The name of this corporation shall be GENA WEISS DOG RESCUE, INC., a Florida not-for-profit corporation.

**ARTICLE II
Duration**

2.01 Duration.

The period of duration of the corporation is perpetual.

**ARTICLE III
Purpose**

3.01 Purpose.

GENA WEISS DOG RESCUE, INC. is a Florida non-profit corporation and shall operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. GENA WEISS DOG RESCUE, INC.'s purpose is to provide rescue and adoption services for animals, to include providing food, shelter, and medical care to abandoned, unwanted, and neglected animals.

3.02 Public Benefit.

GENA WEISS DOG RESCUE, INC. is designated as a non-profit, public benefit corporation.

**ARTICLE IV
Non-Profit Nature**

4.01 Non-Profit Nature.

GENA WEISS DOG RESCUE, INC. is organized exclusively for charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of GENA WEISS DOG RESCUE, INC. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private

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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 the purpose clause 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 any candidate for public office.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

GENA WEISS DOG RESCUE, INC. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable purposes as described in Article III, Section 3.01, above. No part of the directors, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles and applicable law.

4.02 Personal Liability.

No officer or director of this corporation shall be personally liable for the debts or obligations of GENA WEISS DOG RESCUE, INC. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution.

Upon termination or dissolution of GENA WEISS DOG RESCUE, INC., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the GENA WEISS DOG RESCUE, INC. hereunder shall be selected by the discretion of a majority of the managing body of the GENA WEISS DOG RESCUE, INC., and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against GENA WEISS DOG RESCUE, INC. by one (1) or more member(s) of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court, upon a finding that this section is applicable, shall select

the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.03 Prohibited Distributions.

No part of the net earnings, properties of the directors of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

4.04 Restricted Activities.

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (ii) 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.

ARTICLE V Board Of Directors

5.01 Governance.

GENA WEISS DOG RESCUE, INC. shall be governed by its Board of Directors, which Board of Directors shall never be less than three (3).

5.02 Initial Directors.

The initial directors and officers of the corporation shall be:

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Name	Title
Gena Luongo-Weiss	Director and President
Jude Carol	Director and Vice-President
Stacy Haney	Director and Secretary
Michelle Pope	Director and Treasurer

ARTICLE VI Membership

6.01 Membership.

GENA WEISS DOG RESCUE, INC. shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the Corporation's Bylaws.

ARTICLE VII Amendments

7.01 Amendments.

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

ARTICLE VIII Addresses of the Corporation

8.01 Corporate Address.

The initial physical address of the corporation is:
6235 60th Court
Vero Beach, Florida 32967

The initial mailing address of the corporation is:
6235 60th Court
Vero Beach, Florida 32967

ARTICLE IX Appointment of Registered Agent

9.01 Registered Agent.

The Registered Agent of the corporation shall be:

Gena Luongo-Weiss
6235 60th Court
Vero Beach, Florida 32967

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ARTICLE X
Incorporators

The incorporators of the corporation are as follows:

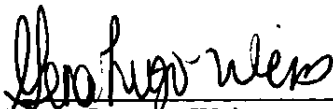
Name

Gena Luongo-Weiss
Jude Carol
Stacy Haney
Michelle Pope

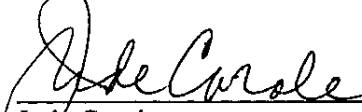
Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of GENA WEISS DOG RESCUE, INC. were approved by the initial Board of Directors and constitute a complete copy of Articles of Incorporation of the GENA WEISS DOG RESCUE, INC.

Names, addresses and signatures of all initial directors and incorporators:



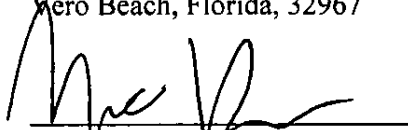
Gena Luongo-Weiss
Director and President
6235 60th Court
Vero Beach, Florida 32967



Jude Carol
Director and Vice President
4205 39th Drive
Vero Beach, Florida, 32967



Stacy Haney
Director and Secretary
66 1st Court S.W.
Vero Beach, Florida 32962



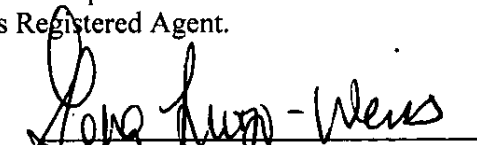
Michelle Pope
Director and Treasurer
5120 3rd Manor
Vero Beach, Florida 32968

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept this appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Date: 12.24.2012



Gena Luongo-Weiss
Registered Agent