

N13000003821

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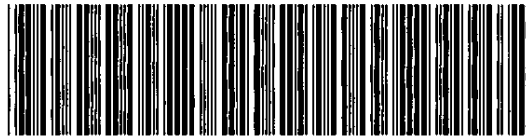
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VICTOR A. RECONDO, ESQ.
10910 NE 10 AVENUE
BISCAYNE PARK, FLORIDA 33161
PHONE: 786-210-6713
EMAIL: RECONDOLAW@GMAIL.COM

May 12, 2015

VIA FEDEX

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

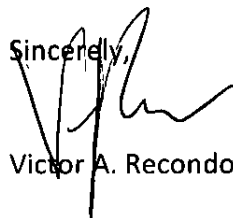
Re: Miami Pet Assistance Coalition, Incorporated
Document No.: N13000003821

To Whom it May Concern:

Enclosed please find Amended and Restated Articles of Incorporation for the above referenced not-for-profit corporation together with a money order in the amount of \$35 in payment of the amendment filing fee. Please file the enclosed Amended and Restated Articles of Incorporation and update Sunbiz accordingly.

Should you have any questions, please contact the undersigned. All of my contact information can be found above. Thank you.

Sincerely,



Victor A. Recondo, Esq.

Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MIAMI PET ASSISTANCE COALITION INCORPORATED
A Florida "Not for Profit" Corporation**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 MAY 20 PM 2:07

Pursuant to Florida Statutes, Chapter 617, the undersigned, being the Board of Directors of Miami Pet Assistance Coalition Incorporated, a Florida not for profit corporation (the "Corporation"), and desiring to amend and restate its Articles of Incorporation, do hereby adopt the following Articles of Incorporation:

A. NAME OF CORPORATION: The name of the Corporation is Miami Pet Assistance Coalition Incorporated. The original Articles of Incorporation for the Corporation were filed with the Secretary of State on April 22, 2013, Document No.: N13000003821.

B. PRINCIPAL OFFICE: The principal office of the Corporation is located at 803 N.E. 91 Terrace, Miami Shores, Florida 33138.

C. MAILING ADDRESS: The mailing address of the Corporation is P.O. Box 380314, Miami, Florida 33238.

D. REGISTERED AGENT: The name of the registered agent of the Corporation is Kelly Montoya. The address of this registered agent is 1750 N. Bayshore Drive, Apt. 5104, Miami, Florida 33132.

E. DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

F. BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

G. DIRECTORS: The directors of the Corporation are as follows:

Glenda Perez
5334 N.E. 3rd Avenue, Apt. 4
Miami, Florida 33137

Kelly Montoya
1750 N. Bayshore Drive, Apt. 5104
Miami, Florida 33132

Alyson Scotti
803 N.E. 91 Terrace
Miami Shores, Florida 33138

H. CORPORATE PURPOSES: The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. This corporation is formed exclusively for the prevention of cruelty to animals within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for the prevention of cruelty to animals, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

4. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

I. 501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for the prevention of cruelty to animals.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to the prevention of cruelty to animals no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise

attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for the prevention of cruelty to animals. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

J. INDEMNIFICATION - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any

other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

EXECUTION

These Amended and Restated Articles of Incorporation are hereby executed by the Board of Directors on this 15 day of April, 2015.

Glenda Perez
Glenda Perez

Kelly Montoya
Kelly Montoya

Alyson Scotti
Alyson Scotti

SECRET
DIVISION OF BUSINESS REGISTRATION
15 MAY 20 PM 2:07

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for the Corporation

Kelly Montoya
Kelly Montoya

Date: 15 April 2015