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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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COVER LETTER

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

SUBJECT: **WINGS UP BIRD RESCUE, 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
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: **Jay Fleisher, Esq.**

Name (Printed or typed)

11380 Prosperity Farms #204

Address

Palm Beach Gardens, FL 33410

City, State & Zip

561-627-7004

Daytime Telephone number

jayfleisher.esq@att.net

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
WINGS UP BIRD RESCUE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, who is a citizen of the United States, in order to form a Not for Profit corporation under the provisions of the Florida Not for Profit Corporation Act (Chapter 617, Florida Statutes), hereby signs, verifies and submits the following Articles of Incorporation.

Article I: Name

The name of the corporation Not for Profit shall be **WINGS UP BIRD RESCUE, INC.** (hereinafter referred to as the "Corporation").

Article II: Duration

The Corporation shall have perpetual existence.

Article III: Purposes and Powers

3.1 Purposes. The Corporation is organized exclusively for the charitable and educational purposes of prevention of cruelty to animals, including but not limited to birds, so that they may have the opportunity for a better quality of life.

3.2 Activities. To carry on such other activities that are in furtherance of and in support of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not for Profit Corporation Act and Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code (hereinafter the "Code").

3.3 Nonprofit Corporation. The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

3.4 Powers. Subject only to such limitations as now or hereafter are prescribed by law or in the Corporation's Articles of Incorporation, the powers of the Corporation shall be as provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes. The Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes previously stated in this Article III or are necessary or incidental to the powers so conferred.

Article IV: Limitations

4.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers, or other 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 III 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 of incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the federal income tax under section 501(c)(3) of the 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 Code.

4.2 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 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 V: Members

5.1 The Corporation shall have no members.

Article VI: Directors

6.1 The number of directors constituting the initial Board of Directors of the Corporation shall be three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three (3).

6.2 The directors of the Corporation shall be elected in accordance with the methods and qualifications specified in the bylaws of the Corporation.

6.3 The names and addresses of the individuals to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Jennifer Gaines	832 Carbon St. E. Lehigh Acres, Florida 33974
Sean Gaines	832 Carbon St. E. Lehigh Acres, Florida 33974
Sharon A. Gaines	2 Elizabeth Ave., Apt. 5 Massena, NY 13662

6.4 The powers, duties, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

6.5 Directors of this Corporation, and any Officers elected by the Directors of this Corporation, shall serve in their capacity as such without compensation except for reimbursement for actual expenses.

6.6 After incorporation, the directors of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended, to adopt the bylaws of the Corporation, and to conduct such other business as required by the Corporation.

Article VII: Director Liability Limitations

7.1 If the Florida Not For Profit Corporations Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Florida Not for Profit Corporation Act, as so amended, without need for further amendment of these Articles of Incorporation or any other action by the Board of Directors. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

Article VIII: Indemnification and Insurance

8.1 Right to Indemnification. The Corporation shall have the power and authority to provide indemnification in accordance with the bylaws of the Corporation.

8.2 Insurance. The Corporation may maintain insurance at its expense in accordance with the bylaws of the Corporation.

Article IX: Bylaws

The Board of Directors shall adopt the initial Bylaws of the Corporation. Except to the extent otherwise provided in the Bylaws of the Corporation, the authority to make, alter, amend or repeal the Bylaws of the Corporation is vested in the Board of Directors.

Article X: Incorporator

The name and address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Jennifer Gaines	832 Carbon St. E. Lehigh Acres, Florida 33974

Article XI: Registered Officer and Agent

The address of the initial registered office of the Corporation shall be 832 Carbon St. E., Lehigh Acres, FL, 33974. The name of the initial registered agent of the Corporation at such address shall be Jennifer Gaines.

Acceptance of Appointment

Jennifer Gaines hereby accepts the appointment of Registered Agent in the State of Florida for WINGS UP BIRD RESCUE, Inc. (the "Corporation"). I understand that as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any changes in the registered office of the Corporation for which I am agent. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Jennifer Gaines, Registered Agent

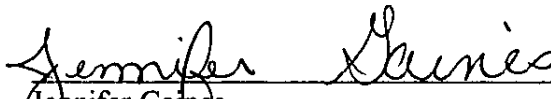
Article XII: Initial Principal Place of Business of Corporation

The address of the initial principal place of business of the Corporation shall be 832 Carbon St. E., Lehigh Acres, FL, 33974.

Article XIII: Amendments

These Articles of Incorporation maybe amended at any regular meeting of the Board of Directors or any special meeting of the Board of Directors called for that purpose, in either case upon receiving the vote of a majority of the directors in office.

Signed this 27th day of April, 2013.


Jennifer Gaines

Chair of the Board of Directors,
WINGS UP BIRD RESCUE, Inc.

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