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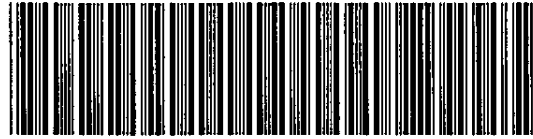
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Amend/Restate

FEB 17 2014

R. WHITE

FILED
14 FEB 17 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FITZGERALD & ISAACSON, LLP

ATTORNEYS AT LAW
FILAWEYERS.COM

February 14, 2014

Via Federal Express

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Filing Articles of Amendment and Certified Copy

Dear Sir or Madam:

We are filing Articles of Amendment for Zoological Wildlife Conservation Fund Inc, on and requesting a certified copy of the filing. Enclosed please find the following items for processing:

Documents:

1. Original Articles of Amendment for Zoological Wildlife Conservation Fund Inc; and
2. Copy of Articles of Amendment for Zoological Wildlife Conservation Fund Inc.

Check:

1. \$35 for filing fee (check no. 2172);
2. \$8.75 for certified copy (check no. 2172).

FedEx Envelope

1. FedEx envelope for mailing of the certified copy of the Articles of Amendment.

Very truly yours,



Victoria De Armas

FILED

14 FEB 17 PM 3:28

AMENDED AND RESTATED ARTICLES OF INCORPORATION

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

OF

ZOOLOGICAL WILDLIFE CONSERVATION FUND INC

A FLORIDA NOT-FOR-PROFIT CORPORATION

These Amended and Restated Articles of Incorporation, dated February 14, 2014, are for the Florida not-for-profit corporation named Zoological Wildlife Conservation Fund Inc. The original Articles of Incorporation of Zoological Wildlife Conservation Fund Inc were filed with the Department of State on December 19, 2013. These Amended and Restated Articles of Incorporation have been duly executed and are being filed in accordance with Fl. Stat. §617.1006. These Amended and Restated Articles of Incorporation contain amendments to the original Articles of Incorporation for Zoological Wildlife Conservation Fund Inc.

ARTICLE I
NAME

The name of the company is Zoological Wildlife Conservation Fund Inc.

ARTICLE II
ADDRESS

The mailing address and the street address of the principal office of Zoological Wildlife Conservation Fund Inc (the "Company") is 16225 SW 172 Avenue, Miami, Florida, 33187.

ARTICLE III
PURPOSE

Said corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the prevention of cruelty to animals within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, and the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE IV
DIRECTORS' APPOINTMENT AND ELECTION

The manner in which directors are elected or appointed is: As provided for in the Bylaws.

ARTICLE V
REGISTERED AGENT AND REGISTERED AGENT OFFICE

The name and street address of the Registered Agent of the Company is:

Mario S. Tabraue
16225 SW 172 Avenue
Miami, FL 33187

ARTICLE VI
LIMITATIONS ON OPERATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors, 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 Third hereof. The property of this corporation is irrevocably dedicated to the purposes of this corporation and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual. 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 engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII
DISSOLUTION

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 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 VIII
INCORPORATOR

The name and address of the incorporator is:

Diana L. Fitzgerald, Esq.
Fitzgerald & Isaacson, LLP
1001 Brickell Bay Drive, Suite 1714
Miami, FL 33131

ARTICLE IX
INITIAL DIRECTORS

The initial directors of the corporation are:

Mario S. Tabraue, Director
16225 SW 172 Avenue
Miami, FL 33187

Robert Mantella, Director
19000 SE Mack Dairy Road
Jupiter, FL 33478


Maria C. Tabraue, Director
16225 SW 172 Avenue
Miami, FL 33187

Sylvia Mantella, Director
19000 SE Mack Dairy Road
Jupiter, FL 33478

ARTICLE X
EFFECTIVE DATE

The effective date of this corporation is: December 14, 2013.

The undersigned has executed these Amended and Restated Articles of Incorporation as of the date set forth above.


Diana L. Fitzgerald, Esq., Incorporator