

N14000005865

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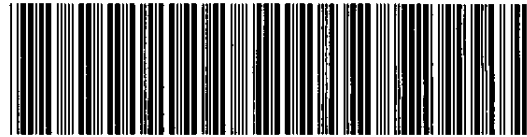
(Business Entity Name)

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AUG 25 2014

R. WHITE

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08/18/14
R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **Fernandina Beach Animal Rescue, Inc**

DOCUMENT NUMBER: **L14000005865**

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Hugh A Latimer

(Name of Contact Person)

HAL, Inc

(Firm/ Company)

3438 Sea Marsh Road

(Address)

Amelia Island, FL, 32034

(City/ State and Zip Code)

hal@halinc.net

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

For further information concerning this matter, please call:

Hugh A Latimer

(Name of Contact Person)

at (**904**) **261-8282**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

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

Articles of Amendment
to
Articles of Incorporation
of

14 AUG 15 11:11

Fernandina Beach Animal Resuce, Inc

(Name of Corporation as currently filed with the Florida Dept. of State)

N.14000005865

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

639 Airport Road

Fernandina Beach, FL, 32034

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

639 Airport Road

Fernandina Beach, FL, 32034

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Amending Articles of Incorporation in their entirety - See Attachment

[illegible]

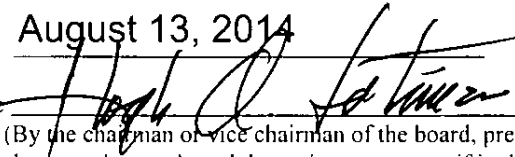
The date of each amendment(s) adoption: August 4, 2014, if other than the date this document was signed.

Effective date if applicable: September 15, 2014
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated August 13, 2014

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Hugh A Latimer
(Typed or printed name of person signing)

Treasurer
(Title of person signing)

AMENDED
ARTICLES OF INCORPORATION
of
FERNANDINA BEACH ANIMAL RESCUE INC.

The undersigned hereby makes, subscribes, acknowledges, and files with the Florida Department of State these amended articles of incorporation for FERNANDINA BEACH ANIMAL RESCUE INC., a corporation not for-profit, for the purpose of amending the articles of incorporation of the corporation in accordance with the laws of Florida.

ARTICLE I
Name

The name of this Corporation shall be FERNANDINA BEACH ANIMAL RESCUE INC. (hereinafter the "Corporation").

ARTICLE II
Term of Existence and Fiscal Year

This Corporation's existence began September 15, 2014 and shall have perpetual existence thereafter. This Corporation shall have a fiscal year beginning October 1st of each year.

ARTICLE III
Purpose

The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereinafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the Corporation shall provide rescue and support services for animals within the City of Fernandina Beach, Florida. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE IV
Registered Office and Agent

The name and street address of the registered agent of this Corporation is:

Joshua K. Martin

960185 Gateway Boulevard, Suite 104
Amelia Island, Florida 32034

ARTICLE V
Principal Place of Business

The principal place of business and mailing address of this Corporation shall be located at 639 Airport Road, Fernandina Beach, Nassau County, Florida 32034, with any other place of business and mailing address as may be determined and fixed by the board of directors from time to time.

ARTICLE VI
Directors

(a) This Corporation shall have no voting members. The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by statute and by the Bylaws of the Corporation. No Director shall have any right, title, or interest in or to any property of the Corporation.

(b) This Corporation currently has three (3) directors. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, provided that the Corporation shall always have at least three (3) directors. The manner and frequency in which directors are selected shall be as set forth in the Bylaws of the Corporation. The current directors of the Corporation are:

Elizabeth R. Hughes
4 Marsh Point Road
Amelia Island, Florida 32034

Hugh A. Latimer
3438 Sea Marsh Road
Amelia Island, Florida 32034

John Landregan
4714 Genoa Drive
Amelia Island, Florida 32034

ARTICLE VII
Limitations

At all times the following shall operate as conditions restricting the

operations and activities of the Corporation:

(a) No part of the net earnings of the Corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the Corporation, nor to any other private persons, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the Corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation;

(b) No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

(c) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

(d) The Corporation shall not lend any of its assets to any officer or director of this Corporation, or guarantee to any person the payment of a loan by an officer or director of this Corporation.

ARTICLE VIII Dissolution

Upon the time of dissolution of the Corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, 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. In distributing the assets of the Corporation upon dissolution, every reasonable effort shall be made to contribute to the animal welfare programs of Nassau Humane Society, Inc., if otherwise permitted under this section.

ARTICLE IX
Bylaws

(a) The power to adopt bylaws for this Corporation, to alter, amend, or repeal those bylaws, and to adopt new bylaws shall be vested in the board of directors of this corporation.

(b) The bylaws of this Corporation shall be for the government of the Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided they are not inconsistent with the provisions of the laws of the state of Florida or of the United States.

ARTICLE X
Amendment

These Articles of Incorporation may be amended at any time by a vote of a majority of the board of directors of the Corporation.

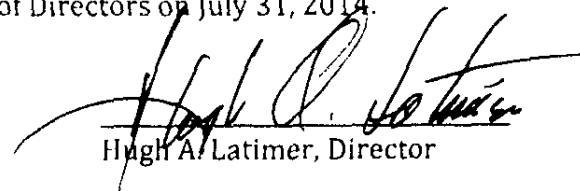
ARTICLE XI
Indemnification and Debt Obligations


(a) The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

(b) No member, officer, or director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this Corporation.

The undersigned Directors of FERNANDINA BEACH ANIMAL RESCUE INC. hereby certify that, with regard to the adoption of the foregoing Amended Articles of Incorporation, there are no members entitled to vote on the amendments and the amendments were adopted by the Board of Directors on July 31, 2014.


Elizabeth R. Hughes, Director


Hugh A. Latimer, Director


John Landregan, Director