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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NETWORK FOR ANIMALS USA INC.  
(Document Number: N14000006731)**

Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, NETWORK FOR ANIMALS USA INC., a Florida not for profit corporation, hereby amends and restates its Articles of Incorporation and certifies that:

1. The name of the corporation is NETWORK FOR ANIMALS USA INC. (the "Corporation").

2. These Amended and Restated Articles of Incorporation were duly adopted by the unanimous vote of its Board of Directors of the Corporation without a meeting pursuant to Florida law.

3. The text of the Amended and Restated Articles of Incorporation of the Corporation, effective as of the date of filing of this document with the Secretary of State of the State of Florida, is set forth below:

**ARTICLE I - NAME**

The name of this corporation shall be: NETWORK FOR ANIMALS USA, INC. (hereinafter, "Corporation").

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## ARTICLE II - PRINCIPAL OFFICE

The street address of the principal office and the mailing address of the Corporation is 4957 Cross Point Drive, Oldsmar, Florida 34677

## ARTICLE III - DURATION

The period of duration is perpetual.

## ARTICLE IV - PURPOSES

The Corporation shall be a not for profit corporation which shall engage in any lawful act or activity for which corporations may be organized under the provisions of the Florida Not For Profit Corporation Act, as amended. It shall be organized and operated exclusively as an organization authorized to engage in such purposes and activities as permitted by section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) ("Code") and as enumerated in Treasury Regulation §1.501(c)(3)-1(d)(2), including, but not limited to, the following purposes:

- 1) To promote the welfare of animals generally in the United States and throughout the world;
- 2) To prevent cruelty to animals and advocate for the prevention of activities which cause suffering to animals in the United States and throughout the world;

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3) To promote kind and humane treatment of animals in the United States and throughout the world and to work to reduce and eliminate the incidence of abuse, neglect and other mistreatment of animals in the United States and throughout the world;

4) To underwrite, sponsor, and support curricula development, research, seminars, and presentations as to the topics set forth above in governmental institutions, in the media and in schools, colleges, universities and other educational institutions throughout the United States and abroad;

5) To accomplish the above purposes by all reasonable and practical means, including the publication and dissemination of information in all forms and through all media, to the public in the United States and in foreign states; and

6) To do any lawful acts and entering into all lawful agreements that may be necessary, useful, suitable or proper to accomplish the foregoing purposes of the Corporation, provided the same is permitted under Section 501(c)(3) of the Code.

The Corporation shall not engage, other than to an insubstantial degree, in activities that are not in furtherance of its purposes.

In furtherance of such purposes, the Corporation shall have full power and authority:

(A) To act as a forum for the exchange of information and materials among other organizations, institutions and members of the general public in connection with the foregoing purposes both in Internet-based formats and in other means and media;

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(B) To publish, conduct, sponsor, promote and support academic and scholarly studies, publications, periodicals, lectures, seminars, meetings, conferences and discussions on matters related to the foregoing purposes in the United States and abroad;

(C) To acquire or receive from any individual, firm, association, corporation, trust or foundation, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income therefor solely for the purposes hereof;

(D) To distribute property for such purposes in accordance with the terms of gifts, bequests, or devises to the Corporation not inconsistent with its purposes, as set forth in these Articles of Incorporation, or in accordance with determinations made by the Board of Directors pursuant to these Articles of Incorporation;

(E) To distribute property and extend financial aid and support through grants, contributions, or other aid or assistance but only if in compliance with Section (D) immediately above, to or for the benefit of qualified Code Section 501(c)(3) organizations and equivalent foreign organizations to advance religious and charitable purposes;

(F) To create, receive and maintain a fund or funds, to invest or reinvest such fund or funds and to apply the income and principal of any funds received to promote the goals and purposes set out herein, but only if in compliance with Section (D) of Article IV (6);

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(G) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other powers and authority enjoyed by not for profit corporations generally under the laws of Florida (within and subject to the limitations of Section 501(c)(3) of the Code); and

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article IV and with its status as an organization described under Section 501(c)(3) of the Code or successor Code Section.

#### ARTICLE V - LIMITATIONS AND REQUIREMENTS

The Corporation shall not have capital stock and is neither organized nor operated for pecuniary gain or profit.

In addition to any limitations as set forth in Article IV above.

(A) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or member of the Corporation or any other private person; but 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 as set forth in Article IV hereof.

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(B) The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under Section 501(c)(3) of the Code by reason of attempting to influence legislation. The Corporation shall not participate in, nor intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

(C) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code; or

(ii) by a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

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## ARTICLE VI - BOARD OF DIRECTORS/MANNER OF ELECTION

The activities and internal affairs of the Corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be fewer than three (3). All directors shall hereafter be elected or may be removed or appointed only by a resolution passed by the majority of the voting members in accord with the procedure set forth in the Bylaws of the Corporation.

The directors shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the Corporation as a not for profit corporation which is exempt from federal income taxation under Section 501(c)(3) of the Code.

The officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer. Officers may be, but need not be, directors.

## ARTICLE VII - MEMBERS

The Corporation shall have one (1) class of members, known as voting members, who shall have such powers as set forth herein and other powers as are set forth in the Bylaws from time to time. The initial Member(s) must be approved by the Board of Directors by majority vote. Thereafter, a person or entity may become a voting member only if the decision proposing such a new voting member is approved by not less than 75% of the members eligible to vote.

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## ARTICLE VIII - INITIAL DIRECTORS

The Board of Directors of the Corporation shall consist of three (3) persons who are to serve as its directors until the next annual meeting of the Board of Directors or until their successors are elected and qualified. Their names and addresses, including street and number and zip or postal code, are set forth below:

NAMES	ADDRESSES
Gloria C. Davies	744 Anchor Drive Sanibel, FL 33957
Allison Taylor Severson	23424 Park Hacienda Calabasas, CA 91302
Lesley Dawn Barritt	25 Nova Constantia Road Constantia 7806 South Africa
Leslie Busby	Via Degli Etruschi 18 06060 Paciano (PG) Italy

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## ARTICLE IX - DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for 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 X - REGISTERED OFFICE AND AGENT

The address, including street and number and zip code, of the registered office is 311 South Missouri Avenue, Clearwater, Florida 33756, and the name of the registered agent of the Corporation at such address is GARY W. LYONS, Esquire.

#### ARTICLE XI - INTERNAL REVENUE CODE

All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

#### ARTICLE XII - AMENDMENT

The Articles of Incorporation and Bylaws of the Corporation may be amended at any time and from time to time but only by the affirmative vote of not less than 75% of the members eligible to vote.

Similarly, the written approval of not less than 75% of the members eligible to vote is required in order to adopt articles of dissolution or to repeal any Bylaw.

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NETWORK FOR ANIMALS USA INC. has caused these Amended and Restated  
Articles of Incorporation to be executed on this 24 day of March,  
2023.

NETWORK FOR ANIMALS USA INC.

By: Gloria C. Davies  
Print Name: GLORIA C. DAVIES  
Title: President

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