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*Amended &  
Restated  
Articles*

FILED  
2014 OCT -1 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ASR  
10/10/14*



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September 29, 2014

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

Re: Animal Rescue of South Florida, Inc.

Dear Sir or Madam:

Enclosed herein please find an original and copy of the Amended Articles of Incorporation for Animal Rescue of South Florida, Inc., along with a check in the amount of \$43.75 for the amendment and a certified copy of same. Kindly please mail back the certified copy to the above address. For your convenience we have enclosed herein a pre-addressed stamped envelope.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'ASD', is written over a faint, circular, dotted-line stamp.

Alexandra Sierra-De Varona

Encl.

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
ANIMAL RESCUE OF SOUTH FLORIDA, INC.

FILED

2014 OCT -1 PM 4:27

The undersigned, for the purpose of amending & restating the Articles of Incorporation of Animal Rescue of South Florida, Inc. a nonprofit corporation pursuant to the Florida Not-for-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following amended articles of incorporation:

Article 1. Name

The name of the corporation is as follows: Animal Rescue of South Florida, Inc.

Article 2. Address

The address of the first principal office and the mailing address of the corporation is: 7873 NW 62<sup>nd</sup> Way, Parkland, Broward County, State of Florida, 33067.

Article 3. Initial Registered Office and Agent

The street address of the initial registered office of the corporation is: 350 Camino Gardens Blvd., Suite 107, Boca Raton, Palm Beach County, State of Florida, 33432. The name of its initial registered agent at that address is Alexandra Sierra- De Varona Esq.

Article 4. No Members

The corporation shall not have members, and shall not issue membership certificates. The corporation shall not issue shares of stock.

Article 5. Not-for-Profit

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors, officers, or any private person, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation, and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

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#### Article 6. Duration

The duration (term) of the corporation is perpetual.

#### Article 7. Purposes

The corporation is organized, and shall be operated exclusively for charitable, religious, scientific and educational purposes under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including but not limited to the providing the prevention of cruelty to animals through rescue and sheltering.

#### Article 8. Powers

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-for-Profit Corporation Act, and any successor or amendment to the Florida Not-for-Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation, or necessary or desirable in order to accomplish the purposes of the corporation.

#### Article 9. Limitation

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers. However, 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 7 (Purposes) of these Articles.

#### Article 10. Tax-Exempt Status

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3), and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles 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 similar law subsequently enacted.

#### Article 11. Dissolution

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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.

#### Article 12. Board of Directors

There shall be a board of directors consisting of at least three individuals. The initial directors shall be elected by the incorporator. After that, each director shall be elected by majority vote of the board of directors in the manner, and at the times, set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

#### Article 13. Officers

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time, and in such a manner, as may be prescribed by the bylaws or by law. The initial officers of the Corporation are: Michelle Catalano President, Loalee Perrotta Vice President, and Lauren Perrotta Secretary.

Article 14. Incorporator

The name and street address of the incorporator is as follows: Michelle Catalano, 7873 NW 62<sup>nd</sup> Way, Parkland, Florida, 33067.

Article 15. Bylaws

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

Article 16. Amendment

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

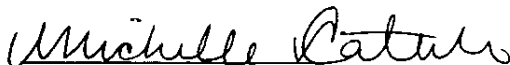
Article 17. Indemnification and Civil Liability Immunity

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Article 18. Commencement of Corporate Existence

The date when corporate existence commenced was the date of filing the original of these Articles.

In, witness, the undersigned incorporator/President has signed these amended articles of incorporation on this 29<sup>th</sup> day of September, 2014.



Michelle Catalano

CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of § 617.0501, Fla. Stat., the undersigned corporation organized under the not-for-profit corporation laws of the State of Florida submits the following statement

in designating the registered office and registered agent of the corporation in the State of Florida:

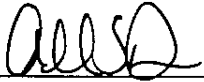
1. Name of the corporation: Animal Rescue of South Florida, Inc.

2. Name and address of the registered agent and office:

Alexandra Sierra- De Varona, Esq., 350 Camino Gardens Blvd., Suite 107, Palm Beach County, State of Florida, 33432.

I, the undersigned person, having been named as registered agent and appointed to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent, and agree to act in this capacity. 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.

Dated: September 29, 2014



Alexandra Sierra- De Varona, Esq.

These amended and restated articles were adopted by the directors on September 12, 2014