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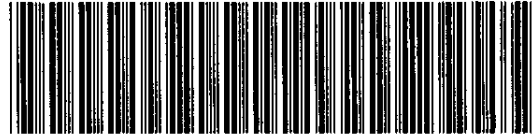
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 21, 2015

IRENE T. FONZI, ESQ.
BEACHSIDE LAW OFFICE
1402 HIGHWAY A1A, SUITE A
SATELITE BEACH, FL 32937

SUBJECT: FERAL CAT SOCIETY, INC.
Ref. Number: N15000002192

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

This Articles of Amendment to Articles of Incorporation form is for a Florida Profit Corporation only.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair
Regulatory Specialist II

Letter Number: 615A00015231

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

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BEACHSIDE LAW OFFICE

1402 Highway A1A, Suite A
Satellite Beach, FL 32937

Irene T. Fonzi, Esquire
Direct Line: 321-777-1191
Fax: 321-574-4226

August 24, 2015

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

ATTN: Cheryl R. McNair, Regulatory Specialist II

Re: Feral Cat Society, Inc. – Amended and Restated Articles of
Incorporation / Document No.: N1500002192

Dear Secretary Detzner:

Pursuant to your letter dated July 21, 2015, enclosed is the proper and completed form of Florida non-profit Cover Letter and Articles of Amendment to Articles of Incorporation for Feral Cat Society, Inc. and the originally-executed Amended and Restated Articles of Incorporation of Feral Cat Society, Inc. attached thereto.

Your July 21, 2015 confirms your previous receipt of the \$35.00 filing fee.

Please proceed with filing the enclosed Articles of Amendment to Articles of Incorporation and the originally-executed Amended and Restated Articles of Incorporation of Feral Cat Society, Inc. attached thereto.

Thank you for your assistance.

Sincerely yours,



Irene T. Fonzi, Esquire

Enclosures

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Feral Cat Society, Inc.

DOCUMENT NUMBER: N15000002192

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

Please return all correspondence concerning this matter to the following:

Irene T. Fonzi, Esquire

(Name of Contact Person)

Beachside Law Office

(Firm/ Company)

1402 Highway A1A, Suite A

(Address)

Satellite Beach, FL 32937

(City/ State and Zip Code)

ifonzi@fonzilaw.com

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

For further information concerning this matter, please call:

Sandra K. Racicot, CLA, FRP

321

213-3780

at

(Name of Contact Person)

(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

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AMENDED AND Restated

Articles of Incorporation of

Feral Cat Society, Inc.

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

N15000002192

(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**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

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:

(City)

, Florida

(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			_____

See Amended and Restated Articles of Incorporation attached hereto.

See Amended and Restated Articles of Incorporation attached hereto.

April 14, 2015

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

Effective date if applicable: _____

(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 24, 2015

Signature Irene T. Fonzi
(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)

Irene T. Fonzi

(Typed or printed name of person signing)

Director

(Title of person signing)

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FERAL CAT SOCIETY, INC.

The undersigned, for the purpose of amending and restating the Articles of Incorporation of Feral Cat Society, Inc., a non-profit Florida corporation, makes and adopts the following Amended and Restated Articles of Incorporation to replace the original Articles of Incorporation in their entirety pursuant to and in accordance with §617.1001(1), §617.1002(1)(b), §617.1006 and §617.1007(1) of the Florida Not For Profit Corporation Act.

ARTICLE I - NAME

The name of the corporation is FERAL CAT SOCIETY, INC. (the "Corporation").

ARTICLE II – PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation is 1402 Highway A1A, Suite A, Satellite Beach, Florida 32937 USA.

ARTICLE III – PURPOSE

The Corporation is organized exclusively for charitable, religious, literary, scientific and/or educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding section of any future federal tax code.

ARTICLE IV – PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 described in section 501(c)(3) of the Code. 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 Amended and Restated Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code or the corresponding section of any future federal tax code.

ARTICLE V - 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 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 VI – BOARD OF DIRECTORS

The manner in which the directors are elected or appointed is as provided for in the Corporation's Bylaws.

ARTICLE VII – REGISTERED AGENT AND REGISTERED OFFICE

The name and Florida street address of the registered agent is Irene T. Fonzi, Esquire and the Corporation's registered office is located at 1402 Highway A1A, Suite A, Satellite Beach, Florida 32937.

ARTICLE VIII – INCORPORATOR

The name and Florida street address of the incorporator is Irene T. Fonzi, Esquire, 1402 Highway A1A, Suite A, Satellite Beach, Florida 32937.

ARTICLE IX – INITIAL DIRECTORS

The initial directors of the Corporation are:

Irene T. Fonzi
1402 Highway A1A, Suite A
Satellite Beach, FL 32937

Ronald Koester
c/o 1402 Highway A1A, Suite A
Satellite Beach, FL 32937

Arthur Horn, MD
c/o 1402 Highway A1A, Suite A
Satellite Beach, FL 32937

ARTICLE X – EFFECTIVE DATE


The effective date of the Corporation is March 1, 2015.

ARTICLE XI – NOT-FOR-PROFIT

The Corporation is a not-for-profit corporation organized 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 Amended and Restated Articles of Incorporation, under law and under the 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 Amended and Restated Articles of Incorporation, under law and under the Code.

The undersigned Incorporator/Director has executed these Amended and Restated Articles of Incorporation as of the 24 day of August, 2015.

By: _____


Irene T. Fonzi, Esquire

[CERTIFICATION OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT FOLLOWS]

CERTIFICATION OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

Feral Cat Society, Inc. (the "Corporation") hereby confirms the designation and appointment of Irene T. Fonzi, Esquire as its registered agent to accept service of process within the State of Florida at the Corporation's registered office located at 1402 Highway A1A, Suite A, Satellite Beach, Florida 32937.

ACCEPTANCE BY REGISTERED AGENT

I, Irene T. Fonzi, Esquire, having been named as registered agent and appointed to accept service of process for the Corporation at the Corporation's registered office address, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with all provisions of the Florida 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.

Date: August 24, 2015

By: Irene T. Fonzi
Irene T. Fonzi, Esquire