

N15000002742

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*Amend*

APR 10 2015  
T. CARTER

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Ralph's Place Inc.

DOCUMENT NUMBER: N15000002742

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

Please return all correspondence concerning this matter to the following:

Tina Vidal

(Name of Contact Person)

CDR Maguire Inc.

(Firm/ Company)

8069 NW 30 Street, Suite 340

(Address)

miami, FL 33166

(City/ State and Zip Code)

tvidal@poochperks.com

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

For further information concerning this matter, please call:

tina vidal

(Name of Contact Person)

at ( 786 ) 423-0577

(Area Code & Daytime Telephone Number)

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

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

Ralph's Place Inc

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

N15000002742

(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:

N/A

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)

8069 NW 30 Street  
Suite 340  
Miami, FL 33166

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

8069 NW 30 Street  
Suite 340  
Miami, FL 33166

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: Carlos Duarte

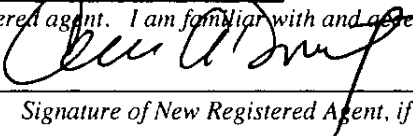
8069 NW 30 Street Suite 340  
(Florida street address)

New Registered Office Address:

Miami, Florida 33166  
(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

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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>

Type of Action  
(Check One)

Title

Name

Address

- |  |          |                 |   |
|--|----------|-----------------|---|
| 1) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input checked="" type="checkbox"/> Remove | Director | Tina Vidal      | 8314 Commerce Way<br>#265<br>Miami Lakes FL 33014 |
| 2) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input checked="" type="checkbox"/> Remove | Director | Debbie Da Silva | 4006 Pierce Street<br>Hollywood, FL 33021         |
| 3) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove            |          |                 |   |
| 4) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove            |          |                 |   |
| 5) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove            |          |                 |   |
| 6) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove            |          |                 |   |

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E. If amending or adding additional Articles, enter change(s) here:  
(attach additional sheets, if necessary). (Be specific)

Please see attached amended & revised  
Articles of Incorporation for Kulp's Place.  
Several articles were added for  
compliance with IRS code for not-for-profit  
entities.

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The date of each amendment(s) adoption: 3/27/15, if other than the date this document was signed.

Effective date if applicable: 3/27/15  
(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 3/27/15  
Signature Carlos Duart  
(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)

Carlos Duart  
(Typed or printed name of person signing)  
Director  
(Title of person signing)

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**Articles Of Incorporation  
Amended**

**Article I**

NAME

1.01 Name

The name of this corporation shall be Ralph's Place, Inc. The business of the corporation may be conducted as Ralph's Place or Ralph's Place Inc.

**Article II**

DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

**Article III**

PURPOSE

3.01 Purpose

Ralph's Place is a not-for-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Ralph's Place's purpose is a charity to help abused and neglected dogs by providing them safe shelter, medical care, therapy, food, and training.

To maximize our impact on current efforts, we may seek to collaborate with other not-for-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes. At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

3.02 Public Benefit

Ralph's Place is designated as a public benefit corporation.

**Article IV**

NOT-FOR-PROFIT NATURE

4.01 Not-for-profit Nature

Ralph's Place is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Ralph's Place shall inure

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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 set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Ralph's Place is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### 4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Ralph's Place of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### 4.03 Dissolution

Upon termination or dissolution of the Ralph's Place, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Ralph's Place hereunder shall be selected by the discretion of a majority of the managing body of the Ralph's Place and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Ralph's Place by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the States of Florida or Colorado.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.



#### 4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

#### 4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### 4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### Article V

#### BOARD OF DIRECTORS

##### 5.01 Governance

Ralph's Place shall be governed by its board of directors. The manner in which directors are elected or appointed is as provided for in the bylaws.

##### 5.02 Initial Directors

The initial directors of the corporation shall be as follows:

Title: Director  
Carlos Duarte  
8669 NW 36<sup>th</sup> Street, Suite 340  
Miami, FL 33166

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## **Article VI**

### **MEMBERSHIP**

#### **6.01 Membership**

Ralph's Place shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

## **Article VII**

### **AMENDMENTS**

#### **7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

## **Article VIII**

### **ADDRESSES OF THE CORPORATION**

#### **8.01 Corporate Address**

The physical address of the corporation is:

8669 NW 36 Street, Suite 340  
Miami Lakes, FL 33166

The mailing address of the corporation is:

8669 NW 36 Street, Suite 340  
Miami Lakes, FL 33166

## **Article IX**

### **Appointment of registered agent**

#### **9.01 Registered Agent**

The registered agent of the corporation shall be:

Carlos Duart  
8669 NW 36 Street, Suite 340  
Miami Lakes, FL 33166

## **Article X**

### **INCORPORATOR**

The incorporator of the corporation are as follow:

Tina Vidal  
8669 NW 36 Street, Suite 340

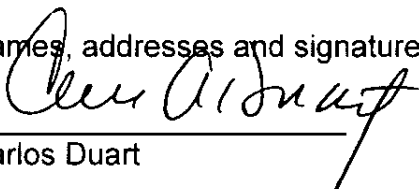
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Miami Lakes, FL 33166

### Certificate Of Adoption Of Articles Of Incorporation

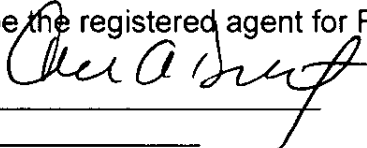
We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Ralph's Place were approved by the board of directors on March 14, 2015 and constitute a complete copy of Articles of Incorporation of the Ralph's Place.

Names, addresses and signatures of all directors

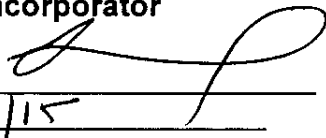
  
Carlos Duart

### Acknowledgment of consent to appointment as registered agent

I, (name), agree to be the registered agent for Ralph's Place as appointed herein.

Registered Agent:   
Date: 3/27/15

### Signature of Incorporator

Incorporator:   
Date: 3/27/15

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155.F.S. I understand the requirement to file an annual report between January 1<sup>st</sup> and May 1<sup>st</sup> in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

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