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15 APR 13 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VH

April 9, 2015

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

Subject: Incorporation of **BOXER RESCUE ANGELS OF FLORIDA, INC.**
(A Florida Non-Profit Corporation)

Enclosed are an original and one (1) copy of the Articles of Incorporation, along with a check in the amount of \$78.75 for the filing fee, designation of registered agent and a certified copy of the Articles of Incorporation, as well as a stamped addressed envelope for return of the certified Articles.

Thank you and please contact me if you have any questions.

A handwritten signature in cursive script that reads "Lani".

Lani Ragan
7033 Beechmont Terrace
Bradenton, FL 34202
(941) 893-5443
admin@flboxerangels.org

ARTICLES OF INCORPORATION
OF
BOXER RESCUE ANGELS OF FLORIDA, INC.
(A Florida Non-Profit Corporation)

APPROVED
AND
FILED

15 APR 13 PM 4:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation shall be **BOXER RESCUE ANGELS OF FLORIDA, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and address of this Corporation shall be:

Street Address:
7033 Beechmont Terrace
Bradenton, FL 34202

Mailing Address:
P. O. Box 110632
Bradenton, FL 34211

ARTICLE III - DURATION

The period of this Corporation's duration shall be perpetual.

ARTICLE IV - PURPOSES AND GENERAL POWERS

This Corporation is being established exclusively for charitable, educational, civic and other not for profit purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) under the Internal Revenue Code or the corresponding provisions of any future United States tax code.

The primary purpose for which this Corporation is formed is to rescue and rehabilitate displaced Boxer dogs, provide veterinary care, food and shelter, and to facilitate their adoption and/or foster home placement, as well as to educate the public on the importance of spay/neuter and responsible pet ownership

The Corporation shall have all of the powers enumerated in the Florida Not for Profit Corporation Act, as amended, and all such other powers as are permitted by applicable law, provided, however, that the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 [26 U.S.C. Section 501(c)(3)], as amended, or of corresponding provisions of any future United States Internal Revenue

Code, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 [26 U.S.C. Section 170(c)(2)], as amended, or of corresponding provisions of any future United States Internal Revenue code.

ARTICLE V – MEMBERS

All members shall have reached the age of eighteen (18) years and agree to be bound by these Articles of Incorporation, the corporate ByLaws, and any rules and regulations which the Board of Directors may from time to time adopt.

The Corporation shall have two categories of members:

a) Advisory, Voting members, who shall be approved by, and may be removed by, a majority vote of the Board of Directors and Officers. Voting members shall have all rights and privileges of the Corporation.

b) General, Non-Voting members, who shall be approved by, and may be removed by, a majority vote of the Board of Directors and Officers. General members shall have such rights and privileges as may be established from time to time by the Board of Directors and Officers of the Corporation.

The ByLaws of the Corporation shall set forth details concerning the election, termination, meetings, obligations and benefits of the members.

Membership dues, initiation fees and assessments, if any, shall be set from time to time by the Board of Directors and Officers and shall be specified in the Corporation's ByLaws.

ARTICLE VI - MANAGEMENT

Management of this Corporation shall be by the Board of Directors. The Directors of this Corporation must, at all times, be Voting members of this Corporation. The Corporation shall have no less than three (3) and no more than seven (7) Directors. All Directors shall be elected by the Voting members and shall serve the respective term positions for which elected at the annual meeting. The Initial Directors of this Corporation and their terms are listed in Article VII. The Initial Directors shall serve varying terms of one (1) to three (3) years so as to ensure a staggered term of Directors in each successive year. Furthermore, should additional Director positions be added, the positions shall be for either two (2) or three (3) year terms to ensure a staggered term of Directors in each successive year. The method by which the Directors are to be elected, appointed and removed shall be specified in the Corporation's ByLaws.

ARTICLE VII – INITIAL DIRECTORS

The names, street addresses and terms of the initial Directors of this Corporation are:

**Dawn Thompson – Three Year Term
2107 49th Avenue West
Bradenton, FL 34207**

**Laura Sawyer – Two Year Term
1028 SE 11th Street
Cape Coral, FL 33990**

**James Ragan – One Year Term
7033 Beechmont Terrace
Bradenton, FL 34202**

ARTICLE VIII - OFFICERS

The positions of the Officers shall be designated by the ByLaws. The Officers must at all times be a Voting member of this Corporation, and may also be a Board of Director. Officers shall be elected annually by the Board of Directors. The manner of the election, appointment and removal of the Officers shall be specified in the Corporation's ByLaws.

ARTICLE VIX - REGISTERED AGENT

The initial registered agent and the initial registered office of this Corporation is:

Dawn Thompson	2107 49th Avenue West Bradenton, FL 34207
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ARTICLE X - INCORPORATOR

The name and street address of the initial Incorporator of this Corporation is:

Lani Ragan	7033 Beechmont Terrace Bradenton, FL 34202
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ARTICLE XI – BYLAWS

Corporate ByLaws will hereinafter be adopted by the Board of Directors. Except as otherwise provided by law, the power to adopt, alter, amend or repeal, in whole or in part, the ByLaws of this Corporation shall be vested with both the Directors and the Officers in the manner provided therein, provided that they are not inconsistent with the provisions of these Articles of Incorporation.

ARTICLE XII - INDEMNIFICATION

This Corporation ("Indemnitor") shall indemnify and hold harmless any officer, director, employee and agent, both present and former, (collectively the "Indemnitee") for all claims, liabilities, damages or judgments and expenses connected therewith (including reasonable attorneys' fees) based on the negligent or wrongful conduct of the Corporation or its officers, directors, employees or agents, taken in their capacity as such, and which are not paid by insurance or otherwise covered by a third party. This indemnification is effective only if (i) Indemnitee promptly notifies Indemnitor in writing of any known claim, whether threatened or actual (or Indemnitor is not materially prejudiced by failure to receive prompt written notice of such claim), and (ii) Indemnitee fully cooperates with Indemnitor (at Indemnitor's expense) in the defense of any such claim.

ARTICLE XIII – NET EARNINGS AND ACTIVITIES

This Corporation is irrevocably dedicated to and operated exclusively for non-profit purposes. All net earnings of this Corporation shall inure to the benefit of, and be distributed in accordance with the purposes of this Corporation as set forth in Article IV of these Articles. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to members or to officers, directors or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation to members, officers, directors or other private persons for services rendered and to confer benefits on its members in conformity with purposes set forth in Article IV hereof.

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 articles, 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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 United States Internal Revenue Codes.

ARTICLE XIV - DISSOLUTION


Upon dissolution or winding up of this Corporation, the Board of Directors, shall, after paying or making provision for the payment of all liabilities for this Corporation, dispose

of all assets of this Corporation to other organizations whose purposes are consistent with those set forth in Article IV of these Articles, and which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or of corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principle office of this 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 exempt purposes.

ARTICLE XV – AMENDMENTS TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution of the Board of Directors and presented to this Corporation's Voting Members for their vote at the annual meeting. Such amendments may be adopted by a vote of two-thirds of this Corporation's Voting Members.

The Incorporator of this Corporation, for the purpose of forming this Non-Profit Corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the date set forth next to her signature.



Lani Ragan

4-9-2015
Date

15 APR 13 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for **BOXER RESCUE ANGELS OF FLORIDA, INC.**, at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation as Registered Agent and further states that she is familiar with, and accepts, the obligations of that position.



Dawn Thompson, Registered Agent

4-9-2015
Date