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FLORIDA PROFIT/NON PROFIT CORPORATION

Abby's Animal Rescue, Inc.

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**ARTICLES OF INCORPORATION
OF
ABBY'S ANIMAL RESCUE, INC.
A FLORIDA NONPROFIT CORPORATION**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as the incorporator of ABBY'S ANIMAL RESCUE, INC. ("Corporation"), does hereby adopt the following Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes:

ARTICLE I
NAME OF CORPORATION, MAILING ADDRESS
AND ADDRESS OF PRINCIPAL OFFICE

The name of this Corporation shall be Abby's Animal Rescue, Inc. The mailing address and principal office address of the Corporation shall be located at 2490 Reed Ellis Road, Osteen, Florida 32764.

ARTICLE II
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 450 South Orange Avenue, Suite 200, Orlando, Florida 32801 and the name of the initial registered agent for the Corporation shall be Timothy R. Miedona.

ARTICLE III
PURPOSES

Section 1. The purposes for which the Corporation is organized are:

- a) To provide safe temporary housing and medical care, if needed, to companion pets surrendered to our rescue as no longer wanted. To provide this continued care until permanent placement with new families can be obtained.
- b) To promote the non-kill philosophy by guaranteeing each companion pet's sterility prior to adoption. To offer information to the community on how to obtain low cost sterilization for their pets and to transport, if necessary, to and from the clinic for community residents who are unable to meet spay/neuter appointments on their own.
- c) Solicit other donors and charitable foundations for additional funds and materials for said charitable purposes.
- d) Promote and develop fund raising projects to carry out the purposes of the Corporation.
- e) Engage and develop fund raising projects to carry out the purposes of the Corporation.

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f) Engage in any other lawful purpose or purposes permitted to be engaged in by non-profit corporations and to exercise all rights and powers conferred on not for profit corporations under the laws of Florida, provided however, that the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the specific and primary charitable and educational purposes of the Corporation.

g) The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 503(c)(3) of the Internal Revenue code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law.)

h) The Corporation is and shall remain a corporation not for profit. The Corporation shall not have nor issue shares of stock. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit, and it will not distribute any gains, profits, or dividends to the members thereof, or to any 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 its specific and primary purpose.

Section 2. The general purposes for which this corporation is organized are exclusively charitable purposes within the meaning of the Code or the corresponding provisions of any future federal tax laws.

Section 3. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

Section 4. In the event this corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.

b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.

c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.

d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.

e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

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ARTICLE IV
POWERS

This corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617, Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

ARTICLE V
NO MEMBERSHIP

The corporation shall not have any members.

ARTICLE VI
TERM

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII
NAME AND ADDRESS OF INCORPORATOR

The name and address of the initial incorporator of this corporation is as follows:

Timothy R. Miedona	450 South Orange Avenue, Suite 200 Orlando, Florida, 32801
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ARTICLE VIII
BOARD OF DIRECTORS

Section 1. Except for the initial Board of Directors of the Corporation, whose names are set forth in Section 2, below, the Board of Directors shall be as determined and fixed by the bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors.

Section 2. The names and addresses of the initial Board of Directors of the Corporation are as follows:

Abby Blum	2490 Reed Ellis Road Osteen, Florida 32764
Fran Cont	1520 Paula Drive Apopka, Florida 32703
Jacqueline Webb	9251 S. Denning Street Winter Park, Florida 32789
Suelen Desouza Kirchner	1 Leslie Terrace Maitland, Florida 32751

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ARTICLE IX
DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this corporation shall inure to the benefit of any officer or director of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer or director of the corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

ARTICLE X
BYLAWS

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, Bylaws of this corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

ARTICLE XII
INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any Proceeding to the greatest extent permitted under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes and as may be provided for in the Bylaws.

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IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal on this the 2nd day of February, 2017, for the purpose of forming this not for profit corporation under the laws of the State of Florida.


Timothy R. Mielton, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of rise international, inc. and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties, and is familiar with and accepts the obligations of the position as registered agent.


Timothy R. Mickona

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TALLAHASSEE FLORIDA