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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
OPERATION PET RESCUE, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OPERATION PET RESCUE, INC.
(a Florida Not for Profit Corporation)**

Pursuant to Section 617.1007, Florida Statutes, Operation Pet Rescue, Inc. a Florida not-for-profit Corporation ("Corporation") Amends and Restates its Articles of Incorporation in their entirety as follows:

ARTICLE I

The name of this corporation is Operation Pet Rescue, Inc., (hereinafter called the "Corporation").

ARTICLE II

The Corporation's principal office and mailing address are located at 1809 Cornell Avenue North, Lehigh Acres, FL 33971.

ARTICLE III

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

ARTICLE IV

The Corporation is organized exclusively for charitable and educational purposes as described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code"), including, for such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

The initial goals of this Corporation shall be to:

- (1) Rescue unwanted pets in the State of Florida;
- (2) Assist and/or provide for housing and relocation of rescued pets;
- (3) Assist and/or provide care and nourishment to rescued pets; and
- (4) Assist in obtaining health services for pets needing medical assistance

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ARTICLE V

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

ARTICLE VI

Management of the Corporation shall be vested in the Corporation's Executive Committee of the Board of Directors, the members of which shall be not less than three (3). The number and method of election and removal of the directors of the Corporation and members of its Executive Committee shall be as set forth in the Bylaws.

ARTICLE VII

The Initial Directors are as followed:

Paul Livesay, Director
1809 Cornell Avenue N.
Lehigh Acres, FL 33971

John Livesay, Director
603 N. Plymouth Blvd.
Los Angeles, CA 90004

Eduardo Camacho
732 N.E. 16th Ave.
Fort Lauderdale, FL 33304

ARTICLE VIII

The Corporation shall have no Members.

ARTICLE IX

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed in accordance with a Plan of Dissolution to be adopted by the Executive Committee of the Board of Directors. The assets distributed under the Plan shall be distributed to one or more charitable and educational corporations within the meaning of Section 501(c)(3) of the Code engaged in similar activities as the Corporation or shall be distributed to the State of Florida or a political subdivision thereof for a public purpose which supports similar purposes as the Corporation. Any

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such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the 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 such purposes.

ARTICLE X

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 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 or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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 Sections 170(c)(2), 2055, and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Code, then in that event, the Corporation:

A. Shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; and,

B. Shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE XI

The Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by two thirds (2/3rds) vote of the members of the executive Committee of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with federal or Florida law or these Articles of Incorporation.

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ARTICLE XII

These Articles of incorporation may be amended, altered and/or restated only by two thirds (2/3rds) vote of the members of the Executive Committee of the Board of Directors.

ARTICLE XIII

The street address of the Corporation's registered office in the State of Florida is 1809 Cornell Avenue North, Lehigh Acres, FL 33971, and the name of its registered agent at such office is Paul Livesay.

ARTICLE XIV

The name of the Incorporator is Paul Livesay with address at 1809 Cornell Avenue North, Lehigh Acres, FL 33971.

ARTICLE XV**ADOPTION OF ARTICLES**

The Corporation has no members, and this Amendment and Restatement of the Articles of Incorporation was adopted by unanimous written consent of all the directors in accordance with the bylaws on December 5, 2017.

IN WITNESS WHEREOF, the Incorporator submits this document and affirms that the facts stated herein are true. The Incorporator is aware that any 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.

By: PaulPaul Livesay,
DirectorDate: 12/5/17

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA

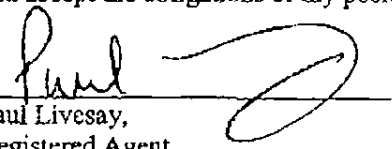
The name of the Corporation is OPERATION PET RESCUE, INC.

The name and address of the registered agent of the Corporation is:

Paul Livesay
1809 Cornell Avenue North
Lehigh Acres, FL 33971

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above
stated Corporation at the place designated in this certificate, I hereby accept the appointment as
registered agent and agree to act in that 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.


Paul Livesay,
Registered Agent

Date: 12/5/17

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