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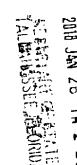
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Thank you!

COVER LETTER

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



SUBJECT: PURRR, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an or	iginal and one (1) copy of the	Articles of Incorporation	on and a check for:			
S70.00 Filing Fee	S78.75 Filing Fee & Certificate of Status	S78.75 Filing Fee & Certified Copy ADDITIONAL	\$87.50 Filing Fee, Certified Copy & Certificate COPY REQUIRED			
I	ROM: JENNIFER RIDGEL Name (Printed or typ		ON LLP			
	4455 MILITARY TRAIL, SUITE 201					
	Address JUPITER, FL 33458 City, State & Zip	JUPITER, FL 33458				
	561-886-5205 Daytime Telephone t	number				
	JRIDGELY@DBFO	S.COM				
		e used for future annua	al report notification			

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I

NAME

The name of the corporation (the "Corporation") shall be: PURR, INC.

ARTICLE II

PRINCIPAL OFFICE

Principal street and mailing address: 1 Isla Bahia Drive, Fort Lauderdale, FL 33316

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ARTICLE III

PURPOSE

The Corporation is formed for the purpose of rescuing, sheltering and rehabilitating lost, abandoned, abused, injured or feral cats and other animals. The Corporation shall seek to achieve its purpose by providing a safe haven for such animals, arranging for sterilization, vaccination and other veterinarian services, addressing health and behavioral issues, arranging for adoption, and conducting educational programs on responsible animal ownership, care and related topics. All such activities of the Corporation shall be charitable and/or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"), or the corresponding section of any future federal tax code. In furtherance of its purpose, the Corporation may conduct any and all lawful activities that may be useful in accomplishing such purpose.

ARTICLE IV

MANNER OF ELECTION

The manner in which the directors are elected and appointed: As provided for in the bylaws.

ARTICLE V

INITIAL OFFICERS AND/OR DIRECTORS

Name and Title:

Andrew Heller, Director and President

Address:

I Isla Bahia Drive, Fort Lauderdale, FL 33316

Name and Title:

Tanva Heller, Director

Address:

1 Isla Bahia Drive, Fort Lauderdale, FL 33316

Name and Title:

Jennifer Ridgely, Director

Address:

c/o Daszkal Bolton LLP, 4455 Military Trail. Suite 201. Jupiter FL 33458

ARTICLE VI

REGISTERED AGENT

The name and Florida street address of the registered agent is:

Name:

Jennifer Ridgely

Address:

c/o Daszkal Bolton LLP, 4455 Military Trail, \$uite 201, Jupiter FL 33458

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name:

Isela Padilla

Address:

c/o Finn Dixon & Herling LLP, Six Landmark Square, Stamford, CT 06901

ARTICLE VIII OTHER PROVISIONS

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 III 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 any candidate for public office.
- (b) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organizations under section 501(c)(3) of the Code (or the corresponding provision of any subsequent federal tax laws), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction located in the judicial district 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.
 - (c) The duration of the Corporation shall be perpetual.

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