

6/19/2018

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
AMERICAN SERVICE DOG ACCESS FOUNDATION, INC.**

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F. MCINAIR

**AMENDED AND RESTATEED  
ARTICLES OF INCORPORATION  
OF  
AMERICAN SERVICE DOG ACCESS FOUNDATION, INC.**

**FLORIDA DOCUMENT NO. N18000006515**

American Service Dog Access Foundation, Inc., a Not for Profit Corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

1. The name of the corporation is American Service Dog Access Foundation, Inc. (the "Corporation").

2. The Corporation's Articles of Incorporation are amended and restated in their entirety as set forth in the Restated Articles of Incorporation set forth on Exhibit A attached hereto and made a part hereof (the "Restated Articles of Incorporation") effective as of June 19, 2018 in accordance with Sections 617.1006 and 617.1007 of the Florida Not for Profit Corporation Act (the "Act").

3. The Restated Articles of Incorporation were duly adopted and approved by the Corporation's sole incorporator on June 19, 2018, in accordance with the Act and the number of votes cast thereon by the incorporator was sufficient for approval.

4. The Restated Articles of Incorporation supersede the Corporation's Articles of Incorporation and amendments thereto in their entirety.

**IN WITNESS WHEREOF**, the undersigned executes these Restated Articles of Incorporation on the 19th day of June, 2018.

AMERICAN SERVICE DOG ACCESS  
FOUNDATION, INC.

By:   
Print: Rory J. Diamond, Incorporator

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Exhibit A

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
AMERICAN SERVICE DOG ACCESS FOUNDATION, INC.**

**ARTICLE I  
NAME**

The name of the corporation is American Service Dog Access Foundation, Inc. (the "Corporation").

**ARTICLE II  
AUTHORITY**

The Corporation is organized, pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes, as a not for profit corporation.

**ARTICLE III  
PRINCIPAL OFFICE**

The initial principal office and the mailing address of the Corporation is 114 Camp K9 Road, Ponte Vedra, Florida 32081. The Board of Directors may, from time to time, change the principal office and mailing address to any other address in Florida.

**ARTICLE IV  
PURPOSE**

The Corporation is organized and shall be operated exclusively for charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including the purpose of making distributions to organizations described in section 501(c)(3) of the Internal Revenue Code. Without limiting or expanding the foregoing, the purpose of the Corporation is to promote the health of veterans and disabled individuals, minimize discrimination against such individuals, advance the responsible use of service dogs, and ensure access to public places for service dogs when accompanying their handlers, including under the Americans with Disabilities Act and the Air Carrier Access Act, by (1) establishing a

voluntary accreditation program for the training of service dogs, and (2) educating the public as to the specific standards and requirements for service dogs and the legal rights of their handlers; provided, however, that such purposes shall not limit the ability of the Corporation to carry out any other charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE V RIGHTS AND RESTRICTIONS**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporator, 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 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.

#### **ARTICLE VI DISSOLUTION**

Upon the dissolution of the Corporation, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of the Corporation's remaining assets shall be distributed to one or more organizations, selected by the Board of Directors of the Corporation in its sole discretion, that are organized and operated exclusively for charitable, scientific, literary, or educational purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code.

## **ARTICLE VII MEMBERS**

The Corporation shall have no members.

## **ARTICLE VIII DIRECTORS**

8.1 Number. The number of directors shall be not less than three (3) and not more than twenty-five (25).

8.2 Classes. The Corporation's Board of Directors shall have two classes of directors, as follows:

(a) Appointed Directors. The Corporation shall have not more than three (3) directors who are designated as Appointed Directors. One (1) Appointed Director shall be appointed, from time to time, by The American Kennel Club, a New York not-for-profit corporation that is an organization described in Internal Revenue Code section 501(c)(4). One (1) Appointed Director shall be appointed, from time to time, by K9s For Warriors, Inc., a Florida not-for-profit corporation that is an organization described in Internal Revenue Code section 501(c)(3). One (1) Appointed Director shall be appointed, from time to time, by Association of Providers of Service Dogs for Military Veterans, Inc., a District of Columbia not-for-profit corporation that is an organization described in Internal Revenue Code section 501(c)(3).

(b) Elected Directors. The Corporation shall have not more than twenty-two (22) directors who are designated as Elected Directors and who are elected by the Board of Directors. At the first annual meeting of the Board of Directors, the number of Elected Directors shall be divided into two (2) groups with each group containing one-half of the total, as nearly equal in number as possible. The terms of the Elected Directors in the first group shall expire at

the first annual meeting of the Board of Directors after their appointment, and the terms of the Elected Directors in the second group shall expire at the second annual meeting of the Board of Directors after their appointment. Thereafter, at each annual meeting of the Board of Directors, Elected Directors shall be elected by the Board of Directors for a term of two years to succeed those whose terms expire. Elected Directors may serve unlimited successive terms.

8.3 Qualifications. No individual shall be named or elected as a director without his or her prior consent. Additional qualifications for Elected Directors of the Corporation shall be fixed in the Bylaws.

#### **ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the Corporation in the State of Florida is 114 Camp K9 Road, Ponte Vedra, Florida 32081, and the name of the initial registered agent of the Corporation at that address is Rory J. Diamond. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

#### **ARTICLE X LIMIT ON LIABILITY AND INDEMNIFICATION**

10.1 Limit on Liability. No director, officer, agent or representative of the Corporation shall be liable to the Corporation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended.

10.2 Indemnification of Directors and Officers. The Corporation shall indemnify its directors, officers, agents, and representatives to the full extent permitted by applicable law.

10.3 Amendments. Any amendment, modification, or repeal of this Article shall not adversely affect any right or protection of a director, officer, agent or representative of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

### ARTICLE XI INTERNAL REVENUE CODE

Each reference in these Articles of Incorporation to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

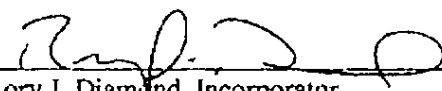
### ARTICLE XII AMENDMENTS

These Articles of Incorporation may be amended or restated by the affirmative vote of a two-thirds majority of the directors then in office, provided that no amendment may be made without the written approval of K9s For Warriors, Inc.

### ARTICLE XIII INCORPORATOR

The name and address of the incorporator of the Corporation are Rory J. Diamond, 114 Camp K9 Road, Ponte Vedra, Florida 32081.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation as of this 19<sup>th</sup> day of June, 2018.

By:   
Rory J. Diamond, Incorporator