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

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

In compliance with the requirements of Chapter 617, Section 617.1007 of the Florida Statutes, as amended from time to time, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, the Articles of Incorporation of the American Service Dog Access Foundation, Inc., a Florida not-for-profit corporation, are hereby amended and restated to read in their entirety as follows (hereinafter referred to as the "Articles"):

**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 principal office and the mailing address of the Corporation is 114 Campbell 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

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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 four (4) and not 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 four (4) directors who are designated as Appointed Directors. Two (2) Appointed Directors 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 Virginia 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-one (21) 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

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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 registered office of the Corporation in the State of Florida is 114 Camp K Road, Ponte Vedra, Florida 32081, and the name of the registered agent of the Corporation 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 approvals of K9s For Warriors, Inc. and The American Kennel Club.

* * *

I, the undersigned, hereby certify that the Board of Directors of the Corporation approved the foregoing Amended and Restated Articles of Incorporation by the affirmative vote of a two-thirds majority of the directors then in office, at a meeting of the directors at which a quorum was present, and K9s For Warriors, Inc. approved the foregoing Amended and Restated Articles of Incorporation by written consent dated December 11, 2019. Member approval was not required because the Corporation has no members.

Date: 12/11, 2019

By: Sheila H. Goff
Name: Sheila H. Goff
Title: Chair of the Board

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