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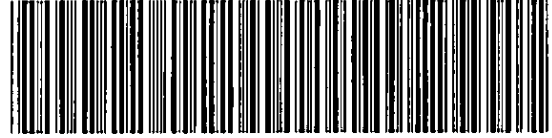
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ARTICLES OF INCORPORATION

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

Article I: Name

The name of the not for profit organization shall be What If Farms, Inc., hereinafter called the "Corporation," respectively.

Article II: Principal Office and Mailing Address

The Corporation's principal office and mailing address shall be:

What If Farms, Inc.
1950 SW Trailside Run
Stuart, Florida 34997

Article III: Purpose

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 510(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

The purpose of What If Farms, Inc. is to:

1. Rescue equines from situations that are abusive, endangering, or neglectful.
2. To assist equine owners in finding new homes for the animals, as an alternative to placing the animals in a public shelter or animal control facility.
3. To provide forever homes for the equines in accordance with their most fundamental needs: outdoor space, shelter, heard environment, unrestricted movement, and the ability to graze at will.
4. To educate the public and promote equines as cognitive beings who have preferences, make decisions, can teach, and have a need to be heard and honored.
5. To educate the public on how to prevent animal cruelty.

Article IV: Manner in Which Directors are Elected or Appointed

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three.

Article V: Initial Officers and/or Directors

Name/Title: Hendler, Christine, Director
Address: 1950 SW Trailside Run
Stuart, FL 34997

Name/Title: Schuman, Christopher, Director
Address: 2300 Intracoastal Drive
Ft Lauderdale, FL 33305

Name/Title: Schuman, William, Director
Address: 2109 Broadway #7131
New York, New York 10023

Name/Title: Zapin, Melissa, Director
Address: 1916 N Crescent Heights Boulevard
Los Angeles, CA 90069

Article VI: Registered Agent

The name and Florida street address of the Registered Agent is:

Jennifer D. Sharpe, Esq.
3020 NE 32nd Avenue, Suite 226
Fort Lauderdale, Florida 33308

Article VII: Incorporator

The name and address of the Incorporator is:

Christine Hendler
1950 SW Trailside Run
Stuart, Florida 34997

Article VIII: Powers

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended:

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for

services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article III.

Section 2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article III.

Section 3. Only an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of § 501(h) of the Internal Revenue Code, as may be amended.

Section 4. In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.

Section 5. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992- 2 C.B. 411-12, as may be amended, superseded or modified.

Article IX: Meetings

Section 1. After incorporation, the appropriate Directors of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.

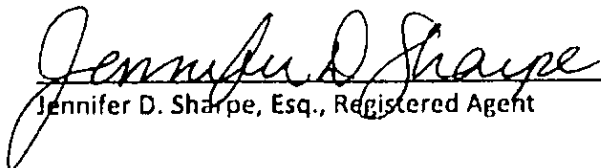
Section 2. The Board of Directors of the Corporation may participate in regular or special meetings by, or conduct the meetings through, the use of any means of communication that allows all Directors participating to simultaneously hear one another. A Director participating in such a meeting is deemed present at the meeting. In the alternative, the Board of Directors may take actions through signed e-mail communications provided all board members agree.

Article X: Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a 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.

Having been appointed the Registered Agent of What If Farms Inc., and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this 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.


Jennifer D. Sharpe, Esq., Registered Agent

2/13/2020
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Fla. Stat. sec 817.155.


Christine Hendler, Incorporator

2/12/2020
Date