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(Business Entity Name)

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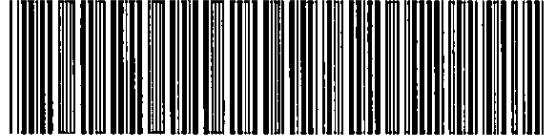
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TALLAHASSEE, FL

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation
Non Profit

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following "Other Business Entity" into a Florida ~~Profit~~ *Non Profit* Corporation in accordance with s. ~~607.115~~ *607*, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

DOMESTIC ANIMAL WELFARE GROUP, LLC (L19-131843)

Enter Name of Other Business Entity

2. The "Other Business Entity" is a Limited Liability Company
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on May 15, 2019
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

1

4. The name of the Florida ~~Profit~~ *Non Profit* Corporation as set forth in the **attached Articles of Incorporation**:

DOMESTIC ANIMAL WELFARE GROUP, INC.

Enter Name of Florida ~~Profit~~ *Non Profit* Corporation

5. If not effective on the date of filing, enter the effective date: June 9, 2020
(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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TALLAHASSEE, FL

Signed this 9th day of June, 20 20

Required Signature for Florida ^{Non Profit} ~~Profit~~ Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator:

Printed Name: Bonnie D. Abraham Title: Vice President/CFO *Bonnie D. Abraham*

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: *Bonnie D. Abraham*

Printed Name: Bonnie D. Abraham Title: Vice President/CFO

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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ARTICLES OF INCORPORATION

Not For Profit

In compliance with the requirements of Chapter 617, F.S., and for the purposes of forming a Not-for-profit corporation in Florida, the undersigned desire to form a corporation according to the following Articles of Incorporation.

Corporate Name

1. The name of the corporation is DOMESTIC ANIMAL WELFARE GROUP, INC. (the "Corporation").

Purpose

2. To raise funds to eliminate the abuse and abandonment of domestic animals. Corporate focus on the stray dog and cat population through spaying and neutering. We also attempt to rescue and place in good homes animals that have been abandoned.

Duration

3. The duration of the Corporation is perpetual.

Registered Office and Registered Agent

4. The street address of the initial registered office is 11871 IONA ROAD, Fort Myers, Florida, 33908. The name of the initial Registered Agent at this Registered Office is Bonnie D. Abraham.

Street Address of the Principal Office

5. The street address of the principal office is 9 Cottonwood Drive, Fort Myers, Florida, 33908. The mailing address of the principal office is 11871 Iona Road, Fort Myers, Florida, 33908.

Initial Directors

6. The initial board of directors will consist of 3 directors (individually the "Director" and collectively the "Board of Directors"). The names and addresses of the persons who will serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are set out below.

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Name	Address	City	State	Zip Code
Bonnie D. Abraham.	9 Cottonwood Drive	Fort Myers	Florida	33908
Vickie Horn.	PO BOX 50353	Austin	Texas	78763
Tom Parker.	3789 UNDERWOOD ST	The Villages	Florida	32783

Authorized Capital

7. The aggregate total number of all shares that the Corporation is authorized to issue is 1,000.

Class A Shares

8. The Corporation is authorized to issue a single class of shares. The total number of shares authorized is 1,000 Class A par value shares and the par value of each of the authorized Class A shares is \$ 1 US Dollars. This class of shares is entitled to receive the net assets of the Corporation on dissolution.

The Class A voting, cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class A shares will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, cumulative, cash dividends, at the rate to be set by the Board of Directors.
- b. The Class A shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.

- c. The holders of Class A shares will be entitled to one vote for each Class A share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.
- d. In the event of liquidation, dissolution, or winding up of the Corporation, the Class A shareholders will be entitled to share equally, share for share, in the distribution of the assets of the Corporation.

Restrictions on Transfer and Other Rules

- 9. No shares of stock in the Corporation will be transferred without the approval of the Board of Directors of the Corporation either by a resolution of the Board of Directors passed at a Board of Directors meeting or by an instrument or instruments in writing signed by all of the Board of Directors.

Any invitation to the public to subscribe to any class of shares of the Corporation is prohibited.

Preemptive Rights

- 10. The shareholders of the Corporation have the preemptive right to purchase any new issue of stock in proportion to their current equity percentage. A shareholder may waive any preemptive right.

Amend or Repeal Bylaws

- 11. Bylaws may be adopted, amended, or repealed either by approval of the outstanding shares or by the approval of the Board of Directors. In adopting, amending or repealing a bylaw the shareholders may expressly provide that the Board of Directors may not adopt, amend or repeal that bylaw. The power of the Board of Directors is subordinate to the power of the shareholders to adopt, amend, or repeal bylaws.

Cumulative Voting

- 12. In an election of Directors, each shareholder's number of votes will be calculated by multiplying the number of voting shares they are entitled to cast by the number of Directors being elected. The shareholder may cast their total votes for a single Director or may distribute them among two or more Directors, as the shareholder sees fit.

Fiscal Year End

13. The fiscal year end of the Corporation is December 31st.

Indemnification of Officers, Directors, Employees and Agents

14. The Board of Directors, officers, employees and agents of the Corporation will be indemnified and held harmless by the Corporation and its shareholders from and against any and all claims of any nature, whatsoever, arising out of the individual's participation in the affairs of the Corporation. The Board of Directors, officers, employees and agents of the Corporation will not be entitled to indemnification under this section for liability arising out of gross negligence or willful misconduct of the individual or the breach by the individual of any provisions of this Agreement.

Limitation of Liability

15. The Board of Directors and officers of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation. The Board of Directors and officers will be liable for any expenses or damages incurred by the Corporation or its shareholders resulting from any and all acts or omissions involving fraud or intentional wrongdoing.

Effective Date of Filing

16. This document will become effective on the date of filing.

Consent of Appointment by Registered Agent

17. Having been named as Registered Agent to accept service of process for the above named corporation at the place designated in this Articles of Incorporation, I am familiar with and accept the obligations of the appointment as Registered Agent and agree to act in this capacity.

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STATE OF FLORIDA
TALLAHASSEE, FL

Consenting Agent's Signature:

Bonnie D. Abraham

Printed Name:

Bonnie D. Abraham

Date:

6/1/2020

Incorporator

18. The name and address of the incorporator of DOMESTIC ANIMAL WELFARE GROUP, INC. is set out below.

Name	Address	City	State	Zip Code
Bonnie D. Abraham	9 Cottonwood Drive	Fort Myers	Florida	33908

Execution

19. I, the undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do make, file and record this document, and do certify that the facts stated in this document are true, and I have accordingly set my hand to this document this 1st day of June, A.D. 2020.

BY:

Bonnie D. Abraham

Bonnie D. Abraham (Incorporator)

Filer Contact Information

20. In case of filing difficulties, please contact:

Name of Filer: Gayle Davis, Secretary

Phone number: (574) 875-8811

Address: 11871 Iona Road, Fort Myers, Florida, 33908

E-mail Address: davis.gayle@gmail.com

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