

Division of Corporations

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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**True Pals Animal Welfare Society, Inc.**

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DIVISION OF CORPORATIONS  
STATE OF FLORIDA  
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**ARTICLES OF INCORPORATION OF  
TRUE PALS ANIMAL WELFARE SOCIETY, INC.**

The undersigned citizens of the United States, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, certify and acknowledge the following:

**ARTICLE ONE  
NAME**

The name of the entity is True Pals Animal Welfare Society, Inc. (hereinafter referred to as the "Corporation"). The filing entity shall be a not for profit corporation.

**ARTICLE TWO  
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE THREE  
EFFECTIVE DATE**

The effective date of incorporation shall be upon filing with the Secretary of State.

**ARTICLE FOUR  
PURPOSE**

The Corporation is formed 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 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "IRC"), or the corresponding section of any future federal tax code.

**ARTICLE FIVE  
REGISTERED AGENT AND OFFICE**

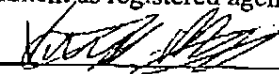
The street address of the initial registered office of the Corporation is:

17888 67<sup>th</sup> Court North  
Loxahatchee, FL 33470

The name of the initial registered agent is:

InCorp Services, Inc.

Acceptance. Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this Articles of Incorporation, I, Vincent Rojo, do hereby with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Signature of Registered Agent

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### ARTICLE SIX PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be 5030 Champion Blvd., Suite G11-271, Boca Raton, FL 33496

### ARTICLE SEVEN DIRECTORS

The management of the affairs of the Corporation is vested in the Board of Directors, whose members shall be elected, maintained and appointed in accordance with the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is three (3), and the names and respective addresses of the persons who are to serve as the initial directors are as follows:

Name	Address
Avery Katarina Koop	5030 Champion Blvd., Suite G11-271 Boca Raton, FL 33496
Mark Alan Koop	5030 Champion Blvd., Suite G11-271 Boca Raton, FL 33496
Bryan Halpern	20937 Boca Ridge Drive, West Boca Raton, FL 33428

In no event shall the number of directors be less than three (3).

### ARTICLE EIGHT NO MEMBERS

The Corporation will not have members, its governing body being its Board of Directors.

### ARTICLE NINE BYLAWS

The internal affairs of the Corporation shall be regulated by the Bylaws to be adopted by the Board of Directors. The Board of Directors shall have the power to alter, amend, or repeal the Bylaws or to adopt new Bylaws as provided therein.

### ARTICLE TEN PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director of the Corporation, officer of the Corporation, or any private shareholder or individual, and no director or officer of the Corporation, or any private shareholder or individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, 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 Five hereof. No substantial part of the activities of

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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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of this Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (a) any organization exempt from taxation under Section 501(c)(3) of the IRC, as amended or the corresponding section of any future federal tax code, or (b) any organization, contributions to which are deductible under Section 170(c)(2) of the IRC, or the corresponding section of any future federal tax code.

#### **ARTICLE ELEVEN TAX PROVISIONS**

1. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the IRC, or the corresponding section of any future federal tax code.
2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the IRC, or the corresponding section of any future federal tax code.
3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the IRC, or the corresponding section of any future federal tax code.
4. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the IRC, or the corresponding section of any future federal tax code.
5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the IRC, or the corresponding section of any future federal tax code.

#### **ARTICLE TWELVE INDEMNIFICATION**

The Corporation shall indemnify any directors, officers, employees and incorporators from any liability regarding the Corporation and the affairs of the Corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the Corporation, or as otherwise provided under applicable statute.

#### **ARTICLE THIRTEEN DISTRIBUTIONS ON DISSOLUTION**

Notwithstanding the provisions of sections 22.304(a)(2) and 22.304(b) of the Florida Not For Profit Corporation Act, upon the liquidation, dissolution or winding up of the Corporation (whether voluntary, involuntary or by operation of law), 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, or to such organization or organizations organized and operated exclusively for charitable, religious,

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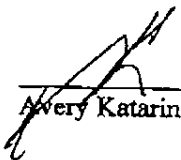
scientific, literary or educational purposes as shall at the time qualify as an exempt organization or as exempt organizations under Section 501(c)(3) of the IRC, in such manner as the Board of Directors shall determine.

**ARTICLE FOURTEEN  
INCORPORATOR**

The name and address of the organizer are as follows:

Name	Address
Avery Katarina Koop	5030 Champion Blvd, Ste. G11-271 Boca Raton, FL 33496

**IN WITNESS WHEREOF**, the undersigned incorporator has hereunto set her hand this 13<sup>th</sup> day of July, 2020.

  
Avery Katarina Koop

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