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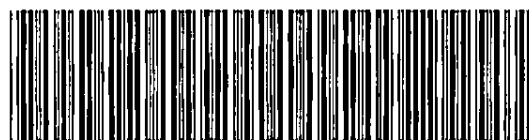
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TALLAHASSEE, FL 32399

SB
6/25/21

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: GUAYABO ANIMAL RESCUE FOUNDATION, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Brandon V. Woodward, Esq.

Name (Printed or typed)

10 SE Central Parkway, Suite 450

Address

Stuart, FL 34994

City, State & Zip

772-497-6544

Daytime Telephone number

BRANDON@WKFKLAW.COM

E-mail address: (to be used for future annual report notification)

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TALLAHASSEE COUNTY

NOTE: Please provide the original and one copy of the articles.

Original Articles of Incorporation of Guayabo Animal Rescue Foundation, Inc., A Florida Not For Profit Corporation

The undersigned is of legal age and through this document adopts and invokes the rights and responsibilities of the provisions of the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes with the intent Incorporate the articles of the nonprofit corporation.

The text of the Original Articles is as follows:

1. Name of the Corporation

The name of the nonprofit corporation is "Guayabo Animal Rescue Foundation, Inc., A Florida Not For Profit Corporation." (hereinafter "The Corporation").

2. Registered Office Address and Mailing Address

The Corporation's registered office & mailing address is:

2336 SE Ocean Boulevard, #368
Stuart, FL, 34996

3. Purpose

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code. This corporation will not be operated for profit, but rather is operated exclusively for exempt purposes.

The specific purpose of the Corporation is:

Charitable: Prevention of cruelty to animals by rescuing, rehabilitating, sheltering, and providing proper care and treatment to animals that have been abandoned, abused or neglected. Combating community deterioration by cultivating a natural environment for the animals in sanctuary and preserving natural spaces for their benefit.

4. Manner of Election

The manner in which the directors are elected and appointed is stated in the bylaws.

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TALLAHASSEE, FL 323

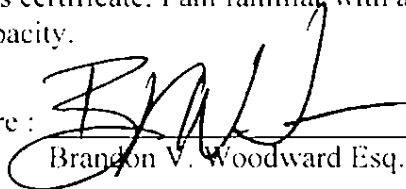
5. Registered Agent

The name and Florida Address of the registered agent is:

Brandon Woodward, Esq.
Woodward Kelley, Fulton & Kaplan
10 SE Central Parkway, Suite 450
Stuart, Florida 34994

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Registered Agent Signature :


Brandon V. Woodward Esq.

Date: 6/15/21

6. Effective Date:

The effective date of these Articles will be the date of filing with the Florida Secretary of State, Division of Corporations.

7. Exemption Requirements & Restrictions

At all times, the following will operate as conditions restricting the operations of the Corporation:

- A. No part of the Corporation's annual gross receipts may inure to the benefit of, or be distributable to, its Directors, Officers, Members, or other private persons, incidentally or otherwise, except that the organization is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the charitable purposes described above. This includes reasonable compensation for employees and independent contractors.
- B. No substantial part of the activities of the Corporation is the carrying on of propaganda or otherwise attempting to influence legislation. The corporation will not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (this includes the publishing or distribution of statements).
- C. This Corporation will not make grants to foreign organizations or send money or property to foreign organizations that are unrelated to the Corporation's charitable mission.
- D. The Corporation has no capital stock.
- E. If the Corporation should add chapters (not separately incorporated) or affiliates (separately incorporated) to its corporate structure, then Corporation is the parent according to the following terms:

- i. The parent organization and its subordinates will all have similar structures, purposes, and activities;
- ii. The parent organization will set governance and fiscal policies in a uniform governing instrument that each of its subordinates must adopt and follow;
- iii. The parent organization will supervise each subordinate chapter or affiliate, and each subordinate will agree to be partnered with the parent through a written charter contract;
- iv. Subordinates agree to share financial information with the parent organization at all reasonable times (at least quarterly if requested), and to file Form 990s with the IRS if required.

F. Notwithstanding any other provisions of this document, Corporation will not carry on any other activities prohibited by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

8. Corporate Powers

The Corporation generally has the powers of a nonprofit corporation pursuant to state statute subject to the limitations of these articles, applicable federal and state laws, or the organization's bylaws. This includes the power to buy and sell property of any kind, enter into contracts, loans, and mortgages; solicit donations, make donations or grants; apply for and receive grants, accept bequests, and establish and maintain an endowment fund.

9. Written Action

Any action that could be taken at a Board meeting may instead be taken by written action, so long as the following conditions are met:

- A. The action is taken by a unanimous vote or a vote of the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.
- B. The votes cast through written action must be voted on through authenticated electronic communication (defined as communication that includes information which one can reasonably identify who the sender was (for example, a known email address, phone number, certified e-signature program, etc.)).
- C. Once the vote is complete, all directors are given immediate notice of the text and effective date of the written action.
- D. Action taken under this section is effective when the last director signs the consent unless the consent specifies a different effective date.

Action taken under this section has the effect of a meeting vote and may be described as a meeting vote in any document.

10. Membership

The Corporation does not have voting members.

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11. Limited Liability & Indemnification

A director will discharge the duties of the position of director in good faith, in a manner the director reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A person who so performs those duties is not liable by reason of being or having been a director of the corporation.

The Corporation will indemnify and hold harmless its directors and officers and executive level employees, except in cases involving willful misconduct.

No Director, Officer, member, or employee of the Corporation is personally liable for the properly authorized acts, debts, liabilities, or obligations of the nonprofit corporation.

Likewise, no acts, debts, liabilities, or obligations of an individual Director, Officer, member, or employee are subject to payment by the Corporation as a debt or obligation.

12. Conflicts of Interest Policy

The Corporation adopted a Conflicts of Interest Policy that meets IRS requirements and nonprofit sector best practices. The purpose of a conflicts of interest policy is to protect the Corporation when the Corporation is contemplating conducting transactions that might benefit the private interest of an Officer or Director of the Corporation or that might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

13. Gift Acceptance

The Corporation may generally solicit and accept gifts that are consistent with its mission. Donations may generally be accepted by the Corporation from individuals, partnerships, corporations, foundations, government agencies, or other entities, without limitation. In the course of its regular fundraising activities, the Corporation may accept donations including but not limited to money; real property; personal property; stock; other assets; and in-kind goods or services.

The Corporation may establish other gift acceptance policies from time to time which more specifically regulate the acceptance of or solicitation of gifts.

Directors and Officers will not personally accept gifts, entertainment, beneficial actions, or other tokens of recognition from individuals or entities when the party providing the gift, entertainment or favor does so under circumstances where it might be inferred that the action is or could be intended to influence the Director or Officer in the performance of their duties. However, this policy does not apply to acceptance of items or entertainment of nominal value which are not related to any particular transaction.

14. Duration & Dissolution

The duration of this Corporation's corporate existence is perpetual unless dissolved.

The methods and procedures of dissolution are governed by Florida state statutes.

15. Distribution of Assets Upon Dissolution

At the direction of the Board of Directors, any and all remaining assets upon dissolution of the Corporation will be distributed exclusively to one or more charitable, religious, scientific, literary, or educational organizations which would qualify under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code, or to the federal, state, or local government, for a public purpose.

16. Incorporator

The name and address of the incorporator is:

Stanley Leonard Merkin
2336 SE Ocean Boulevard, #368
Stuart, FL, 34996

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 in s.817.155, F.S.

Required Signature of Incorporator:

DocuSigned by:
Stanley Merkin
76FE376F2083424
Stanley Leonard Merkin

Date: June 11, 2021 | 10:_____

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TALLAHASSEE, FL