

10/5/21 10:02 PM

Division of Corporations

N 210000 11763

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H21000372543 3)))



H21000372543ABC.

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)617-6381

From:
Account Name : PARASEC
Account Number : I20180000086
Phone : (916)576-7000
Fax Number : (800)603-5868

FILED
2021 OCT -5 AM 10:17
DIVISION OF STATE
CORPORATIONS

60:20:09
2021 OCT 5
Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: RLOPS@PARASEC.COM

2021 OCT 5
FLORIDA PROFIT/NON PROFIT CORPORATION
CLP Animal Rescue Inc.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

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

ARTICLE I NAME

The name of the corporation shall be: CLP Animal Rescue Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address:
2744 Sedgefield Ave

Deltona, FL 32725

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Rescuing animals, spay and neuter, adopting.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed:

Will be elected at our annual meeting based off their skill set.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Carrie Preston - Director

Address: 2744 Sedgefield Ave
Deltona, FL 32725

Name and Title: Lucas Preston - Director

Address: 2744 Sedgefield Ave
Deltona, FL 32725

Name and Title: Pamela Matthews - Director

Address: 2744 Sedgefield Ave
Deltona, FL 32725

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

FILED
2021 OCT -5 AM 10:17
CLERK OF DISTRICT COURT
STATE OF FLORIDA

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Rocket Lawyer Corporate Services LLC

Address: 155 Office Plaza Drive, 1st Floor

Tallahassee, FL 32301

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Frances Severe

Address: 2804 Gateway Oaks Dr # 100

Sacramento, CA 95833

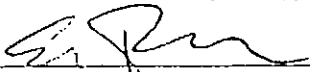
ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

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.

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

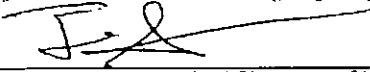


Required Signature of Registered Agent

10/05/2021

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 s.817.155, F.S.



Required Signature of Incorporator

10/05/2021

Date

FILED
2021 OCT -5 AM 10:17
DEPT OF STATE
TALLAHASSEE, FL 32301

Attachment to Articles of Incorporation for
CLP Animal Rescue Inc.

Asset Distribution:

Any assets will be distributed to

The following language relates to the Corporation's tax-exempt status and is not a statement of purposes and powers.

Said 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 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause. 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation 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, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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.

"Conflict of Interest Policy for CLP Animal Rescue

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's CLP Animal Rescue, interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or 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 and the federal "Intermediate Sanctions" rules of section 4958 of the Internal Revenue Code of 1986, as amended.

Article II Definitions

1. Interested Person

Any director, principal officer, key employee (as such term may be defined by the board of directors from time to time) or member of a committee with board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has or anticipates having, directly or indirectly, through business, investment, or family member:

- a. An ownership or investment interest in any entity with which the Organization has or is contemplating a transaction or arrangement;
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has or is contemplating a transaction or arrangement;
- c. A relationship as an officer, director, partner, significant donor or lender of any entity with which the Organization has or is contemplating a transaction or arrangement; and
- d. Authority to make material decisions, whatever the person's formal title, on behalf of any entity with which the Organization has or is contemplating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A family member includes a spouse, parent, grandparent, great-grandparent, brother and sister (whether whole or half-blood), children, grandchildren, or great-grandchildren (whether natural or adopted), and the spouses of any of them [and any person residing in the same household].

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board or appropriate committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and any discussion with the interested person, he or she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists by majority vote.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

EAST\58764349.2

b. The chairperson of the Board or committee shall, if directed by majority vote of the remaining board or committee members, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board or committee shall determine by a majority vote of the disinterested directors whether the Organization can obtain with reasonable efforts a more advantageous transaction or

arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination the Board or committee shall make its decision as to whether the Organization should enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

5. Quorum.

Interested members may be counted in determining the presence of a quorum at a meeting of the Board of Directors or any Committee, thereof, which authorizes, approves or ratifies a transaction or arrangement pursuant to this Policy

Article IV Records of Proceedings

The minutes of the Board of Directors and all committees with board-delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer, key employee (as such term may be defined by the Board of Directors from time to time) and member of a committee with board-delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy;
- d. Has agreed to report promptly any changes in information reported on this form, or any new information relevant to a conflict of interest; and
- e. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

Periodic reviews shall be conducted to ensure the Organization operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on

competent survey information and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

Article IX Personal Use of Information

No director, officer or employee of the Organization shall take personal advantage of information she or he receives during service to the Organization. Any such person who obtains information that could be of personal benefit shall refrain from taking action on such information until all issues have been reviewed by the Board of Directors and a determination is made that such personal use would not publicly harm or be financially detrimental to the Organization's reputation and/or operation. All board information is considered confidential unless the board expressly acknowledges in writing that any such information is not confidential."