

N220000000473

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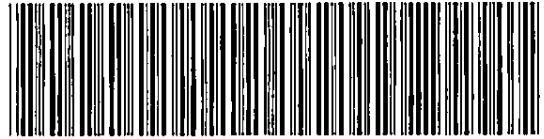
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2024 JUL 15 AM 10:35

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COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: PAWSITIVE BEINGS RESCUE INC.

DOCUMENT NUMBER: N22000000473

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Christopher A. DiSchino, Esq.

(Name of Contact Person)

DiSchino & Schamy PLLC

(Firm/ Company)

4770 Biscayne Blvd. Ste. 600

(Address)

Miami, FL 33137

(City/ State and Zip Code)

christopher@dsmiami.com

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

For further information concerning this matter, please call:

Christopher A. DiSchino, Esq.

786

581-2542

at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |   |  |  |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed) |
|---|---|--|--|

Mailing Address

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**FILED**

2024 APR 15 AM 10:35

of

**PAWSITIVE BEINGS RESCUE INC.,**  
a Florida not-for-profit corporation  
("Corporation")

*The undersigned Incorporator, for purposes of forming a Florida not-for-profit corporation under the Florida Not for Profit Corporations Act, hereby adopts the following Articles of Incorporation.*

**ARTICLE I**  
**NAME**

The name of the Corporation is:

PAWSITIVE BEINGS RESCUE INC.

**ARTICLE II**  
**PRINCIPAL AND MAILING ADDRESS**

The initial principal place of business of the Corporation shall be located at:

185 SW 7TH ST, SUITE 4001  
MIAMI, FL 33130

The mailing address of the Corporation is:

185 SW 7TH ST, SUITE 4001  
MIAMI, FL 33130

**ARTICLE III**  
**PURPOSE**

The specific purpose for which this Corporation is organized is:

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, AND SCIENTIFIC PURPOSES, INCLUDING FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE OR AMENDMENT THERETO). WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, THE MISSION OF THE CORPORATION IS THE OPERATION OF AN ANIMAL RESCUE, TREATMENT, AND ADOPTION ORGANIZATION.

**ARTICLE IV**  
**MANNER OF ELECTION OF DIRECTORS**

The manner in which Directors are elected or appointed is provided in the Bylaws of the Corporation. The Corporation shall, at all times, have at least three (3) Directors.

**ARTICLE V**  
**OFFICERS**

The sole Officer of the Corporation shall be:

ISABELLA GOUZOPOULOS  
185 SW 7<sup>th</sup> ST, SUITE 4001  
MIAMI, FL 33130

PST

**ARTICLE VI**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent is:

ISABELLA GOUZOPOULOS  
185 SW 7<sup>th</sup> ST, SUITE 4001  
MIAMI, FL 33130

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator is:

ISABELLA GOUZOPOULOS  
185 SW 7<sup>th</sup> ST, SUITE 4001  
MIAMI, FL 33130

**ARTICLE VIII**  
**BYLAWS**

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL THE BYLAWS OF THE CORPORATION SHALL BE VESTED IN THE DIRECTORS OF THE CORPORATION, AS MORE SPECIFICALLY PROVIDED IN THE BYLAWS OF THE CORPORATION.

**ARTICLE IX**  
**BOARD OF DIRECTORS**

THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS COMPRISE OF A MINIMUM OF THREE (3) INDIVIDUALS.

**ARTICLE X**  
**LIMITATION OF ACTIVITIES**

**SECTION 1.** NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, DIRECTORS, OFFICERS OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF ITS SECTION 501(C)(3) PURPOSES.

**SECTION 2.** 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.

**SECTION 3.** 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 OR ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE) OR (B) BY A CORPORATION OR ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE (OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.)

**ARTICLE XI**  
**DISSOLUTION**

UPON THE DISSOLUTION OF THE CORPORATION, THE DIRECTORS OF THE CORPORATION SHALL, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISTRIBUTE ALL THE RESIDUAL ASSETS OF THE CORPORATION TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, RELIGIOUS OR SCIENTIFIC PURPOSES WHICH, AT THE TIME OF SUCH DISPOSITION, QUALIFY AS AN EXEMPT ORGANIZATION OR ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR 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.

**ARTICLE XII**  
**AMENDMENTS**

THESE ARTICLES OF INCORPORATION MAY BE AMENDED BY THE DIRECTORS OF

THE CORPORATION IN ACCORDANCE WITH THE PROCEDURES SET FORTH IN CHAPTER 617, FLORIDA STATUTES, AS MAY BE AMENDED FROM TIME TO TIME.

**ARTICLE XII**  
**EFFECTIVE DATE**

THE EFFECTIVE DATE OF THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION SHALL BE JANUARY 1, 2024.

**INCORPORATOR:**

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.

Isabella Gouzopoulos  
By: Isabella Gouzopoulos (Jan 24, 2024 16:56 EST)  
Isabella Gouzopoulos

**REGISTERED AGENT:**

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.

Isabella Gouzopoulos  
By: Isabella Gouzopoulos (Jan 24, 2024 16:56 EST)  
Isabella Gouzopoulos

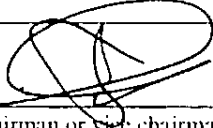
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Effective date **if applicable:** \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated January 1, 2024

Signature   
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

ISABELLA GOUZOPOULOS  
(Typed or printed name of person signing)

PRESIDENT  
(Title of person signing)





FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 13, 2024

CHRISTOPHER A. DISCHINO, ESQ.  
4770 BISCAYNE BLVD.  
STE. 600  
MIAMI, FL 33137

SUBJECT: PAWSITIVE BEINGS RESCUE INC.  
Ref. Number: N22000000473

We have received your document for PAWSITIVE BEINGS RESCUE INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You can choose only one document to be filed.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Anissa Butler  
Regulatory Specialist II

Letter Number: 824A00003116



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 12, 2024

CHRISTOPHER A. DISCHINO, ESQ.  
4770 BISCAYNE BLVD.  
STE. 600  
MIAMI, FL 33137

SUBJECT: PAWSITIVE BEINGS RESCUE INC.  
Ref. Number: N22000000473

We have received your document for PAWSITIVE BEINGS RESCUE INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please choose only one document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Anissa Butler  
Regulatory Specialist II

Letter Number: 824A00005289

*rec  
3-25*



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 29, 2024

CHRISTOPHER A. DISCHINO, ESQ.  
4770 BISCAYNE BLVD.  
STE. 600  
MIAMI, FL 33137

SUBJECT: PAWSITIVE BEINGS RESCUE INC.  
Ref. Number: N22000000473

We have received your document for PAWSITIVE BEINGS RESCUE INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Anissa Butler  
Regulatory Specialist II

Letter Number: 524A00006762

Rec. 4/15/24