

N 23515

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

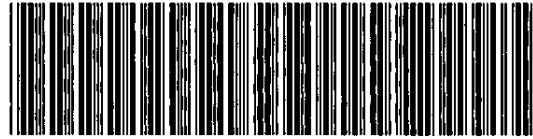
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
14 MAR 27 PM 3:41

Amended + Restated



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 13, 2014

JOHN A STUART, PRESIDENT
FLORIDA KEYS WILD BIRD REHABILITATION CE
93600 OVERSEAS HWY
TAVERNIER, FL 33070 US

SUBJECT: FLORIDA KEYS WILD BIRD REHABILITATION CENTER, INC.
Ref. Number: N23515

We have received your document for FLORIDA KEYS WILD BIRD REHABILITATION CENTER, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Bylaws are not filed with this office. Please retain them for your records.

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.

Tina D Carter
Regulatory Specialist

Letter Number: 514A00005516

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Keys Wild Bird Rehabilitation Center, Inc

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

John A. Stuart, President

(Name of Contact Person)

Florida Keys Wild Bird Rehabilitation Center, Inc

(Firm/ Company)

93600 Overseas Hwy

(Address)

Tavernier, Florida 33070

(City/ State and Zip Code)

john.stuart@fkec.com

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

For further information concerning this matter, please call:

John A. Stuart

(Name of Contact Person)

at (**305**) **923-9685**

(Area Code & Daytime Telephone Number)

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

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" 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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Amended and Restated **Articles**
to
Articles of Incorporation
of

(Name of Corporation as currently filed with the Florida Dept. of State)

Florida Keys Wild Bird Rehabilitation Center, Inc

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

No Change The new
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."
"Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

No Change

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

No Change

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: John A. Stuart

152 Ocean Drive

(Florida street address)

New Registered Office Address:

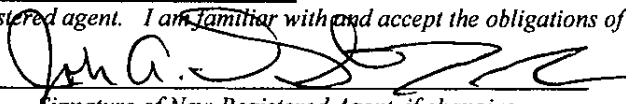
Tavernier, Florida 33070

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


Signature of New Registered Agent, if changing

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>PT</u>	<u>John A. Stuart</u>	<u>152 Ocean Drive</u> <u>Tavernier, FL 33070</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>Sara Hamilton</u>	<u>281 Woods Avenue #16</u> <u>Tavernier, FL 33070</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Luise Johnson</u>	<u>22 North End Road</u> <u>Key Largo, FL 33037</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Randy Groh</u>	<u>1202 Columbus Blvd.</u> <u>Coral Gables, FL 33134</u>
5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Normand Gonsalves</u>	<u>168 Jasmine Street</u> <u>Tavernier, FL 33070</u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

The Articles of Incorporation and Bylaws were completely rewritten
by the board and approved by the membership on January, 27, 2014.
(see attached).

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE FLORIDA KEYS WILD BIRD REHABILITATION CENTER, INC.**
(A Florida Corporation, Not-For-Profit)

In compliance with Chapter 617, Florida Statutes, the following Amended and Restated Articles of Incorporation of the Florida Keys Wild Bird Rehabilitation Center, Inc., a Florida corporation, not-for-profit, under Section 501(c)(3) of the Internal Revenue Code of 1896, duly organized to do business under the laws of the State of Florida, with its Certificate of Incorporation having been filed with the Office of the Secretary of State on November 18, 1987, is submitted:

ARTICLE I

Name and Location of Principal Office

The name of this Corporation is the Florida Keys Wild Bird Rehabilitation Center, Inc., a Florida corporation, not-for-profit. Its principal office of business shall be at 93600 Overseas Highway, Key Largo, Florida, 33070, with branch offices at such places as the Board of Directors may from time to time by resolution provide.

ARTICLE II

Term

This Corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III

General Purposes

This Corporation is formed for the following purposes: (1) to provide professional standards of animal care, rehabilitation and assistance to injured, sick, rescued, or orphaned wild birds; (2) to educate the public about the importance of our migratory and resident wild bird populations of the Florida Keys and the Everglades; (3) to provide a humane example for others

to learn and follow; and (4) to engage in all other activities permitted under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV

Activities Not Permitted

This Corporation shall observe all local, state and federal laws which apply to a not-for-profit organization as defined in section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V

Dedication and Distribution of Assets

No part of the gross or net earnings of this Corporation shall inure to the benefit of any member, director, or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

In the event of dissolution, the residual assets of this Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future United States Internal Revenue law, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE VI

Management of Corporate Affairs

Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors (or Board of Governors). The number of directors of the Corporation may be increased or diminished from time to time by the Bylaws, but shall never be less than three (3) nor more than fifteen (15). The meeting electing new directors shall be held annually. The method of election of and the terms of the directors shall be stated in the Bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors.

ARTICLE VII

Indemnification

Every person who now is or hereafter shall be a director or officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including attorney's fees) hereafter reasonably incurred by or imposed upon him or her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which she or he is or shall be made a party by reason of his or her being or having been a director or officer of the Corporation (whether or not she or he is a director or officer of the Corporation at the time he or she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or

imposed upon her or him) except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been negligent in the performance of her or his duties as such director or officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE VIII

Amendments to Articles of Incorporation and By-Laws

The Articles of Incorporation and the Bylaws may be altered, amended or rescinded by approval of a majority vote of the Board of Directors at a general or special meeting called for that purpose. Notice of the meeting at which the proposed changes will be voted upon shall be given not less than fourteen (14) days prior to the meeting. The notice shall state or fairly summarize the proposed amendments to be considered.

ARTICLE IX

Registered Office and Agent

The name and address of the registered agent of this Corporation is John Stuart, 152 Ocean Drive, Tavernier, FL 33070.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Amended and Restated Articles of Incorporation on this 28th day of October 2013.

John Stuart, President

Secretary

The date of each amendment(s) adoption: Effective Date of January 27, 2014, if other than the date this document was signed.

Effective date if applicable: Effective Date of January 27, 2014
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ 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

3/25/2014

Signature

[Handwritten 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)

John A. Stuart

(Typed or printed name of person signing)

President & Registered Agent

(Title of person signing)