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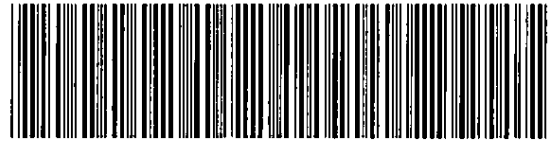
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BIRD LOECHL MCCANTS & HOLLIDAY

September 11, 2024

Via FedEx No. 778488427367

Amendment Section
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**RE: Amended and Restated Articles of Incorporation for
PAWS FOR CANCER, INC. (FL Doc# N24000000699)**

Good day,

We hope you are well. Please find enclosed the following for the above referenced filing:

- **Amended and Restated Articles of Incorporation** of PAWS FOR CANCER, INC.
- **Filing fee check** for \$43.75 payable to the Florida Secretary of State.
- Return pre-addressed, prepaid FedEx envelope with Tracking No. 778488995846.

Please return the completed filing in the pre-addressed, prepaid envelope and send a digital copy to me at L.Munro@BLMHLaw.com.

Thank you for your assistance with this filing. Please let us know if you have any questions. You can reach me at (404) 264-9400, ext. 207.

Regards,

Lauren Munro
Paralegal
Bird Loechl McCants & Holliday

Enclosures

COVER LETTER

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

SUBJECT: **PAWS FOR CANCER, INC.**

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00
Filing Fee

☐ \$43.75
Filing Fee
& Certificate of Status

☒ \$43.75
Filing Fee
& Certified Copy

☐ \$52.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: **Lauren Munro**

Name (Printed or typed)

3350 Riverwood Pkwy SE, Suite 670

Address

Atlanta, GA 30339

City, State & Zip

404-264-9400

Daytime Telephone number

LMUNRO@BLMHLAW.COM

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

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

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

PAWS FOR CANCER, INC.

(Being renamed Paws 4 Cancer, Inc.)

(A FLORIDA NOT FOR PROFIT CORPORATION)

These Amended and Restated Articles of Incorporation of Paws for Cancer, Inc., herein being renamed Paws 4 Cancer, Inc., which require the affirmative vote of a majority of the Board of Directors in order to be adopted by the corporation, and which do not require any vote of members (no members of the corporation exist), were adopted by a unanimous consent of the current Board of Directors on and as of September 10, 2024, and amend and supersede the original Articles of Incorporation, with any amendments thereto.

ARTICLE I. NAME

The name of the corporation is:

PAWS 4 CANCER, INC.

ARTICLE II. AUTHORITY

The corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act, as amended.

ARTICLE III. PURPOSES

The corporation is organized and operated exclusively for charitable, educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal

Revenue Code (the "Code"), including but not limited to initiatives aimed at raising public awareness about canine cancer, informing pet owners about available treatment options, and advocating for early detection and preventative measures to improve the quality of life of dogs who are or might be affected by this disease, and making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE IV. DURATION

The corporation shall have perpetual duration.

ARTICLE V. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings or property of the corporation shall inure to the benefit of, or be distributable to, its directors, 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 Article III hereof. The corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying and Political Campaigning Restrictions. To the extent prohibited by applicable law, but subject to the protections of the First Amendment of the U.S. Constitution and other laws guaranteeing freedom of speech, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (within the meaning of Section 501(c)(3) of the Code), nor shall this corporation 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 the foregoing, if permitted by law, the corporation may make the election provided in Section 501(h) of the Code.

Section 3. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE VI. DIRECTORS

Section 1. Number. The Board of Directors shall consist of not fewer than three (3) and of not more than a maximum number determined by the Bylaws of the corporation as amended from time to time.

Section 2. Powers. The Board of Directors shall govern the corporation and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the Bylaws and corporate governing documents other than the Articles of Incorporation by a majority vote of a quorum, and in any way permitted by applicable law.

Section 3. Term and Election. The term and election of each member of the Board of Directors shall be as established in the Bylaws.

Section 4. Amendment. Unless a greater majority is expressly required herein, the Board of Directors shall have the power to amend these Articles of Incorporation, by a majority vote of the directors then in office, and in any way permitted by applicable law.

Section 5. Current Directors. The current Board of Directors consists of three (3) members, whose names are Andrew P. Cown, Adam Beamer, and Carson Quigley, each of whom may be reached at the principal office of the corporation.

ARTICLE VII. MEMBERS

The corporation shall have no members.

ARTICLE VIII. POWERS

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax-exempt not for profit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes Annotated, as amended.

Section 2. Restrictions. Subject to Article II, but notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or by a corporation to which contributions are deductible under Section 170(b)(1)(A) or (B) and Section 170(c)(2) of the Code.

Section 3. Charitable Trusteeship, Etc. The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

ARTICLE IX. MERGER & DISSOLUTION

Section 1. Merger. Upon Board's determination that a merger with one or more nonprofit corporations is in the best interest of the corporation, the Board of Directors by at least a two-thirds' (2/3) vote of the entire Board shall adopt a resolution setting forth the proposed merger and plan of merger.

Section 2. Dissolution. The Board of Directors may cease corporate activities and dissolve and liquidate the corporation, by at least a two-thirds' (2/3) vote of the entire Board of Directors.

Section 3. Liquidation. Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation from the corporation's remaining funds, and shall thereafter dispose of all of the assets of the corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, in such manner as the Board of Directors shall determine, or such organization or organizations which are organized and operated exclusively for charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), and shall at the time be described in Section 170(c)(2) of the Code, as the Board of Directors shall determine.

ARTICLE X. CONTINGENT RESTRICTIONS

Section 1. Contingent Private Foundation Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Code, and only during the period such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article X shall apply and the corporation shall: (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) that would subject the corporation to tax under Section 4941 of the Code; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Code; (3) 2

not retain any "excess business holdings" (as defined in Section 4943(c) of the Code) that would subject the corporation to tax under Section 4943 of the Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Code) that would subject the corporation to tax under Section 4944 of the Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Code) that would subject the corporation to tax under Section 4945 of the Code.

Section 2. Code References. Each reference in these Articles of Incorporation to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

ARTICLE XI. REGISTERED OFFICE AND AGENT:

PRINCIPAL OFFICE

Section 1. Registered Office. The current registered agent and registered office of the corporation, unchanged from that on file with the Department of State are Randal C. Fairbanks, Brennan Manna & Diamon, P.L., 5210 Belfort Road, Suite 400, Jacksonville, Florida 32256.

Section 2. Principal Office; Mailing Address. The current mailing address of the principal office of the corporation is 1691 Atlantic Beach Drive, Atlantic Beach, Florida 32233.

Section 3. Changes to Offices and Agents. The Board may, by resolution, remove and replace any registered agent, and change any of the offices established in this article.

ARTICLE XII. LIMITATION OF LIABILITY

Section 1. Limitation. The personal liability is hereby eliminated entirely of any officer or director to the corporation for monetary damages for breach of duty of care or other duty; provided that such provision shall not eliminate or limit the liability of an officer or director: (i) For any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) For acts or omissions carried out not in good faith or which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability set forth in Section 617.0834(1) of the Florida Statutes, as amended; (iv) For any transaction from which the officer, or director derived an improper personal benefit; or (v) For any excise tax prescribed by Internal Revenue Code Sections 4940 through 4945 for which the individual is liable (but not restricting the corporation from providing insurance in connection with such excise taxes).

Section 2. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of these Articles of Incorporation when such provision becomes effective.

Section 3. Amendment. Any repeal or modification of the provisions of this Article XII shall be prospective only and shall not adversely affect any limitation on the personal liability of any officer or director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Act to authorize the further elimination or limitation of liability of any member, officer, or director, then the liability of such officer or director of

the corporation shall be limited to the fullest extent permitted by the amended Act, in addition to the limitation on personal liability provided herein.

Section 4. Severability. In the event that any provision of this Article XII (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.


ARTICLE XIII. INDEMNIFICATION

Section 1. Directors and Officers. To the greatest extent allowed by law, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding ("Proceeding"), whether civil or criminal, administrative or investigative (whether or not by or in the right of the corporation), by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses (including, without limitation, advancing such expenses such as attorneys' fees and court costs), judgments, fines, and amounts paid in settlement incurred by him or her in connection with such Proceeding, except for an officer or director who would not be eligible for limitation of liability under the preceding article. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Notwithstanding the foregoing, if any past or present officer or director sues the corporation, other than to enforce this indemnification, such person instituting such suit shall not have the right of indemnification hereunder in connection therewith. The corporation is authorized to purchase insurance to provide funds for the

indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from corporation funds.

Section 2. Employees and Agents. Without limiting the foregoing, the corporation may, pursuant to its Bylaws or resolution of the Board of Directors, provide for indemnification and advancement of expenses to employees, advisors, and/or agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

IN WITNESS WHEREOF, the undersigned officer has executed these Amended and Restated Articles of Incorporation, pursuant to the Florida Not For Profit Corporation Act on September 10, 2024.

BY: 
Andrew P. Cown, President