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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
ANIMAL RETREAT FACILITY OF FLORIDA, INC.
(A Not For Profit Corporation)**

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The undersigned, acting as Incorporator of Animal Retreat Facility of Florida, Inc., a Florida corporation organized under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be Animal Retreat Facility of Florida, Inc. The address and principal office of the Corporation shall be located at 7809 Afton Villa Court, Boca Raton, Florida, 33433.

ARTICLE II

PURPOSE

The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). The specific purpose of this corporation shall be to establish and operate or assist in the establishment and operation of a refuge and safe haven in the State of Florida for displaced, abused, abandoned and neglected non-human animals. The Corporation may also seek to advance such purposes by granting charitable contributions to other organizations described in Code Section 501(c)(3) or to other entities or individuals as may be permitted by the Code.

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ARTICLE IIIPOWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

ARTICLE IVLIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or its members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Code Section 501(c)(3) and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Code Section 170(c)(2) and regulations as they now exist or as they may hereafter be amended.

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provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

ARTICLE VIII

BOARD OF DIRECTORS

A. The number of persons constituting the Board of Directors shall be three (3). The number of members of subsequent Boards shall be determined as provided in Paragraph C of this Article.

B. The names and addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Nanci Alexander	7809 Afton Villa Court Boca Raton, Florida 33433
Caren Lesser	20534 N.E. 6th Court Miami, Florida 33179
Nan Vollbrecht	1040 N.E. 120th Street Biscayne Park, Florida 33161

C. The Directors of the Corporation may, in their discretion, by majority vote of the Directors present at a duly convened meeting of the Board of Directors, determine to increase or decrease the number of members of the Board of Directors, but in no event shall such number be less than three (3). In the event that a vacancy occurs on the Board, the Board of Directors shall elect, by majority vote, an individual to serve on the Board to fill such vacancy.

D. All powers of the Board of Directors in the management of the affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise

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ARTICLE VDISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Code Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VIINCORPORATOR

The name of the Incorporator of this Corporation is Nanci Alexander and the address of said Incorporator is 7809 Afton Villa Court, Boca Raton, Florida, 33433.

ARTICLE VIIOFFICERS

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Secretary, Treasurer and such other Officers as shall be hereafter provided for in the By-Laws of the Corporation. The Officers of the Corporation shall be elected each year by vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise

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provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

E. Any powers of the Board of Directors in the management of the affairs of this Corporation may, at the discretion of the members, be exercised by the members of the Corporation.

ARTICLE IX

BY-LAWS

By-Laws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE X

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 7809 Aston Villa Court, Boca Raton, Florida, 33433 and the name of the registered agent of the Corporation at that address is Nanci Alexander.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed her signature this 5th day of March, 1996.


Nanci Alexander

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STATE OF FLORIDA)
COUNTY OF Palm Beach) SS:
)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Nanci Alexander, who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 5 day of March, 1996.


Notary Public ELIZABETH J. NIETO
COMMISSION & CO. SEAL
EXPIRES DEC 10, 1999
BONDED 1000
ATLANTIC SURETY CO., INC.

Typed, printed or stamped name of
Notary Public
My Commission Expires: 12/10/99

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Nanci Alexander, hereby accept the appointment as the registered agent of Animal Retreat
Facility of Florida, Inc.

Dated:

3/5/96

Nanci Alexander
Nanci Alexander

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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