

N96000001459

TRANSMITTAL LETTER

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

200001741282
-03/13/96--01031--019
***131.25 ***131.25

SUBJECT:

A Dog's Best Friend Inc.
(Proposed corporate name - must include suffix)

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

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 MAR 13 PM 1:27

FROM:

Charlotte F Klokis
Name (Printed or typed)

P.O. Box 81
Address

Christmas Fl 32709
City, State & Zip

407/568-7727
Daytime Telephone number

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

5/18
3/18

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 13 PM 1:27

**ARTICLES OF INCORPORATION
OF
A DOG'S BEST FRIEND, INC.**

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of stating the Articles of Incorporation of A Dog's Best Friend, Inc. under the laws of the State of Florida applicable to corporations not for profit, and respectfully petition the Secretary of State for approval of such statement under the the following Articles of Incorporation:

I. NAME

The name of the corporation shall be A DOG'S BEST FRIEND, INC. and the principle office of the corporation shall be located at 430 Malta Road, Orlando, Florida 32828. The principle office, or other offices for the transaction of business, shall be located at such places as the Board of Directors may from time to time determine. The mailing address shall be Post Office Box 81, Christmas, Florida 32709.

II. PURPOSE

The object and purpose of this corporation is the establishment and operation of programs to provide food, shelter, care and otherwise provide living necessities for domestic canines who have been abandoned, abused, unwanted, or who are unable to be kept by their current owner. The domestic canines shall be offered for adoption to qualified homes from the facility.

III. MEMBERSHIP

The corporation shall be a corporation without members.

IV. DIRECTORS, ADVISORS AND TRUSTEES

(A) BOARD OF DIRECTORS: The Board of Directors shall consist of the present Directors of the Corporation plus their replacements. Replacements shall be elected by the Board of Directors by majority vote. All the directors and their replacements shall serve on the Board of Directors for a period of two (2) years, or until such director either resigns or is voted out of office for malfeasance, misfeasance, incapacity to serve, or conduct which is deemed by the majority of the Board of Directors to jeopardize the mission or reputation of the corporation, whichever shall occur first.

(B) BOARD OF ADVISORS: The advisors shall be elected by majority vote of the Board of Directors. Advisors shall serve on the Board of Advisors for a period of two (2) years, or until such Advisor either resigns or is voted out of office for malfeasance, misfeasance, incapacity to serve, or conduct which is deemed by the majority of the Board of Directors to jeopardize the mission or the reputation of the corporation, whichever shall occur first. Advisors shall have no powers, nor any voting privileges, to conduct the business of the corporation, but may be consulted by the Board of Directors for advice, assistance and support in the activities of the corporation.

(C) BOARD OF TRUSTEES: Trustees shall be elected by a majority vote of the Board of Directors. Trustees shall serve on the Board of Trustees for a period of two (2) years, or until such Trustee either resigns or is voted out of office by the Board of Directors for malfeasance, misfeasance, incapacity to serve, or conduct which is deemed by the majority of the Board of Directors to jeopardize the mission or reputation of the corporation, whichever shall occur first. Trustees shall have no powers, nor any voting privileges, to conduct the business of the corporation, but shall represent the corporation for the purpose of raising funds for the Capital Building and Trust Fund. The Chairperson of the Board of Trustees shall initially be chosen by the Board of Directors. The Chairperson of the Board of Trustees shall serve for a period of two (2) years. After the first two-year term has passed, the Board of Trustees shall elect its own successive Chairpersons by majority vote, providing there exist at least (5) Trustees. If there are less than five (5) Trustees, the Board of Directors shall choose the successive Chairperson.

The Capital Building and Trust Fund shall be held and accounted for by the Treasurer of the Board of Directors of the corporation. The Treasurer shall provide quarterly reports to the Board of Trustees on the status and activity to this fund.

At no time shall a member of the Board of Directors serve on the Board of Advisors.

V. TERM OF EXISTENCE

The term for which this corporation is to exist shall be perpetual, unless sooner dissolved pursuant to the provisions of Florida Statutes, Chapter 617.

VI. POWERS

This corporation shall have the power to exercise any and all appropriate corporate authority and to do all things necessary and desirable in carrying out the purpose of this article, together with all the power which is now or hereafter may be vested in a corporation not for profit in the State of Florida, which is not inconsistent with the laws, statutes, and constitution of the

State of Florida and the United States. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, advisors, 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 Second hereof. 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 of 1986, or the corresponding provision of any future United States Internal Revenue Law, or (b) a corporation whose contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law.

Without limiting the scope of the above, this corporation shall have the power to:

1. Have succession by its corporate name for the period set forth herein.
2. Sue and be sued and appear and defend in all actions proceedings in its corporate name to the same extent as a natural person.
3. Adopt and use a common corporate seal and alter the same provided however, that such seal shall always contain the words "corporation not for profit."
4. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation and reimbursement for travel and expenses.
5. Adopt, change, amend, and repeal by-laws not inconsistent with law or these Articles, for the administration of the affairs of the corporation and the exercise of its corporate powers.
6. Increase the number of its Directors by vote of its Board of Directors as the by-laws may direct so that the number shall not be less than three or more than nine.
7. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issues its notes, bonds and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
8. Conduct its affairs, carry on its operations, and have offices within Florida, and exercise its corporate powers in

any state, territory, district, or possession of the United States or any foreign country.

9. Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

10. Acquire, enjoy, utilize, and dispose of patents, copyrights, and trade-marks and licenses and other rights or interests thereunder or therein.

11. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.

12. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise use and deal in and with, share and other interests in, or obligations of, other domestic or foreign corporation, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

13. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested except as prohibited by Florida Statutes, Section 617.0833.

14. Make donations for the public welfare or for charitable, scientific, educational, or other similar purposes.

15. In its by-laws, prescribe that a subscriber, director, advisor, trustee, or officer shall not have any vested right, interest, or privilege in or to the assets, functions, affairs or franchises of the corporation or any right, interest, or privilege which may be granted by the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law. If at any time, Directors vote by no less than 75% of the then existing Directors, regardless of the actual number of such Directors, to terminate the existence of the corporation, such Directors shall dispose of the assets of the corporation. If such disposition has not been complete, then the remaining assets shall be distributed by Order of the Circuit Court of the State of Florida to any other non-profit corporation with similar purposes as this corporation, and which is open to the public

Upon dissolution of this corporation, all assets remaining after payment of the costs and expenses of such dissolution shall be distributed among the participating organizations which are qualified for exemption under Section 501(c)(3) and Section 170(c) of the Internal Revenue Code of 1986, for a public purpose, and are open to the public; and none of the assets shall be distributed to any officer, director, advisor, or trustee of this corporation.

VII. REGISTERED AGENT

The Registered Agent of this corporation shall be Daniel M. Klokis, 430 Malta Road, Orlando, Florida 32828.

VIII. INCORPORATORS

The Incorporators of this corporation shall be Charlotte F. Klokis, 430 Malta Road, Orlando, Florida 32828 and Daniel M. Klokis, 430 Malta Road, Orlando, Florida 32828.

The undersigned incorporator has executed these Articles of Incorporation this 5 day of March, 1996.

Charlotte F. Klokis
Charlotte F. Klokis, President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

A Dog's Best Friend Inc
(must include suffix)

2. The name and address of the registered agent and office is:

Daniel M Klokis
(NAME)
430 Malta Rd
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
Orlando FL 32828
(CITY/STATE/ZIP)

SECRET
DIVISION OF
CORPORATIONS
STATE
96 MAR 13 PM 1:27

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Daniel M Klokis
(SIGNATURE)

March 5, 1996
(DATE)

N96000001459



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 8, 1997

Daniel Klokis
430 Malta Rd.
Orlando, FL 32828

SUBJECT: A DOGS BEST FRIEND, INC.
REFERENCE NUMBER: N96000001459

Dear Sir/Madam:

This is to advise you that through error your corporation under the name of **A DOGS BEST FRIEND, INC.** was filed on March 13, 1996. We already have a corporation that was filed on January 31, 1996 under the name of **A DOG'S BEST FRIEND, INC.**

Therefore, because of the similarity of names, it is requested that you amend the name of your corporation to make it distinguishable from the earlier filed entity. I have enclosed guidelines for your convenience in preparing the amendment. There will be no fee charged for the filing of this amendment.

I apologize for this inconvenience and trust that you will get the amendment properly filled out and returned to my attention as quickly as possible so that we can get our records corrected.

Please return your document, along with a copy of this letter.

Sincerely,

A handwritten signature in cursive script that reads "Sharon L. Tala".

Sharon L. Tala, Document Specialist Supervisor
Department of State - New Filing Section
(904) 487-6924