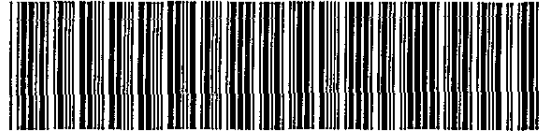


N96000006162

SECRET
DIVISION OF
03 JAN 30 PM 3:44

2630 Avenue S - NorthWest
Winter Haven, FL 33881



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Amended & Restated Art. with N/C



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 23, 2003

PAMELA WINSTON
2630 AVE. S NW
WINTER HAVEN, FL 33881

SUBJECT: THE GEORGE L. DAVIS POTBELLIED PIG SANCTUARY, INC.
Ref. Number: N96000006162

We have received your document for THE GEORGE L. DAVIS POTBELLIED PIG SANCTUARY, 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):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6909.

Velma Shepard
Document Specialist

Letter Number: 203A00004103

RECEIVED
03 JAN 30 AM 10:10
DIVISION OF CORPORATIONS

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
CORPORATE NUMBER: N96000006162
THE GEORGE L. DAVIS POTBELLIED PIG SANCTUARY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 JAN 30 PM 3:44

ARTICLE I
NAME

The name of the corporation formerly referred to as THE GEORGE L. DAVIS POTBELLIED PIG SANCTUARY, INC. shall change to: THE GEORGE L. DAVIS ANIMAL SANCTUARY, INC. Hereinafter referred to as the "Corporation."

ARTICLE II
PRINCIPAL OFFICE

The principal place of business of the Corporation is changed to: 596 ECR-90, Bunnell, Florida, 32110 U.S.A. The mailing address of the Corporation is: 2630 Avenue S – North West, Winter Haven, Florida 33881 U.S.A.

ARTICLE III
PURPOSE

The Corporation is organized exclusively for charitable and educational purposes. More specifically; to assist in the rescue, care and placement of abused, neglected, abandoned or unwanted potbellied pigs and other animals; to educate the general public with respect to the true nature and characteristics of the potbellied pig and other animals; to protect the health and welfare of the potbellied pig and other animals; to establish and maintain a potbellied pig and other animal sanctuary; and to provide a means by which animal owners can exchange information and join in common activities to further promote the health and welfare of potbellied pigs and other animals. To this end, the Corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including for such purpose, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift of contribution or otherwise, shall be devoted to said purposes.

ARTICLE IV
MANNER OF ELECTION OF TRUSTEES AND OFFICERS

The management of the affairs of the Corporation shall be vested in a Board of Trustees, as defined in the Corporation's bylaws. No Trustee shall have any right, title, or interest in or to any property of the Corporation.

The number of Trustees constituting the Board of Trustees is Eight (8), their names, titles and addresses being as follows:

✓ Pamela Winston: President and Registered Agent
2630 Avenue S – North West, Winter Haven, Florida 33881

(The GLD Animal Sanctuary, Inc., Articles of Incorporation, Cont.)

✓ Lory Yazurlo: Vice-President
Pigtales Sanctuary, 596 ECR-90, Bunnell, Florida, 32110

✓ Judy Haywood: Secretary
3716 Argon Avenue, Tampa, Florida, 33619

✓ Cindy Mangus: Treasurer
19651 Skipper Road, North Fort Myers, Florida 33917

✓ Sally Sullivan-Hall: Trustee
7320 South East King Road, Fort Orchard, Washington 98367

✓ Michelle Althausen: Trustee
13100 Shetland Lane, Fort Myers, Florida 33912

Christine Maher: Trustee
5735 Cope Lane, Naples, Florida 33920

John Harris: Director of Operations
596 ECR-90, Bunnell, Florida, 32110

Members of the Board of Trustees and Officers shall serve until the annual meeting, at which their successors are duly elected and qualified, or removed as provided by the bylaws.

ARTICLE V REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the Registered Agent are: Pamela Winston, 2630 Avenue S – North West, Winter Haven, Florida 33881-1883.

ARTICLE VI EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the Corporation:

1. The Corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of the Corporation shall inure to the benefit of any member of the Corporation, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. Such net earnings, if any, of this Corporation shall be used to carry out the nonprofit corporate purposes set forth in Article III above. No substantial part of the activities of this Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum

(The GLD Animal Sanctuary, Inc., Articles of Incorporation, Cont.)

before the public, and the Corporation shall not participate in campaign on behalf of, or in opposition to, any candidate for public office.

2. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE VII
PERSONAL LIABILITY

No member, Officer, Agent, or Trustee of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members, officer, or Trustees be subject to the payment of the debts or obligations of this Corporation.

ARTICLE VII
DISSOLUTION

At the time of dissolution of the Corporation, the board of Trustees shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, dispose of all of the assets of the Corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Trustees shall determine.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Pamela Winston, 2630 Avenue S – North West, Winter Haven, Florida 33881


Pamela Winston

1-11-03
Date

Certificate to accompany the Restated Articles of Incorporation

All aforementioned restatements and amendments were unanimously approved by all members of the Board and adopted on January 11, 2003. The voting members were:

Pamela Winston
Cindy Mangus
Christine Maher

Lory Yazurlo
Sally Sullivan-Hall
John Harris

Judy Haywood
Michelle Althausen

There are no members entitled to vote.

Pamela Winston / President
Registered Agent