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ACCOUNT NO. : 072100000032

REFERENCE : 625430 124904A

AUTHORIZATION : *Patricia P.*

COST LIMIT : \$ 35.00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 DEC -8 PM 2:37

FILED

ORDER DATE : December 8, 1997

ORDER TIME : 9:42 AM

ORDER NO. : 625430-005

CUSTOMER NO: 124904A

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CUSTOMER: John P. Miller, Cpa
John P. Miller, C.p.a., P.a.
2499 Glades Road, Suite 305a

Boca Raton, FL 33431

DOMESTIC AMENDMENT FILING

NAME: AMERICAN ANIMAL PROTECTION
CHARITIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

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12/15

Jon Amend

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION**

Pursuant to Section 617.01201, Florida Statutes, the undersigned corporation adopts the following articles of amendment to the articles of incorporation

FIRST

The name of the Corporation is:

American Animal Protection Charities, Inc.

SECOND

The following amendment to the articles of incorporation was adopted by the corporation:

The names and titles of the corporate officers shall be as follows:

**Glenn Kassal, President
Randy Kassal, Vice-President
Lily Gara, Secretary
Barbara May, Treasurer**

The names and titles of the corporate directors shall be as follows:

**Glenn Kassal, Chairman
Randy Kassal, Director
Lily Gara, Director
Barbara May, Director
Jim Juday, Director
Alan Diaz, Director
Tony LaVaigne, Director
Tony Tringali, Director**

THIRD

The following amendment to the articles of incorporation was adopted by the corporation:

The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organization under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.

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FOURTH

The following amendment to the articles of incorporation was adopted by the corporation:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustee, directors, 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 Section 501 (c) (3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not 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 any other provision of these articles, 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 (or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

FIFTH

The following amendment to the articles of incorporation was adopted by the corporation:

Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

SIXTH

This non-profit corporation does not have any members. This amendment was adopted by a unanimous vote of the board of directors of the corporation effective, November 15th, 1997.

American Animal Protection Charities, Inc.

By _____

Glenn Kassal, Chairman

By _____

Randy Kassal, Director

By _____

Lily Gara, Director

By _____

Barbara May, Director

By _____

Jim Juday, Director

By _____

Alan Diaz, Director

By _____

Tony LaVaigne, Director

By _____

Tony Tringali, Director