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LAW OFFICES

**HOEQUIST, HAND & SPARKS**  
*An Association of Attorneys & Professional Associations*  
*Not A Partnership*

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November 26, 1997

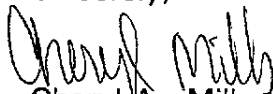
Florida Department of State  
Secretary of State, Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-12/01/97--01052--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

Enclosed please find original of Articles of Incorporation for filing. Also enclosed is a check in the sum of \$70.00 for and as costs. If you have any questions, please contact this office.

Sincerely,



Cheryl A. Mills, Assistant to  
Charles E. Hoequist, Esquire

CM:bms

~~10/27-26945~~

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10-2-97  
WS

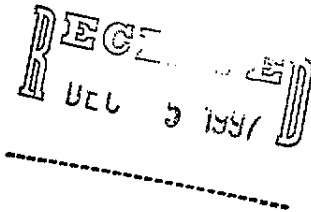


FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 3, 1997

HOEQUIST, HAND & SPARKS  
P. O. BOX 140985  
ORLANDO, FL 32814-0985

SUBJECT: MARES NEST REHABILITATION CENTER INC.  
Ref. Number: W97000026945



We have received your document for MARES NEST REHABILITATION CENTER INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of 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) 487-6995.

Wanda Sampson  
Document Specialist

Letter Number: 797A00057063

## ARTICLES OF INCORPORATION

OF

### MARES NEST REHABILITATION CENTER INC.

Under Section 617 of the laws of the State of Florida, the undersigned, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, certifies:

1. NAME. The name of the corporation, hereinafter called the Corporation, is MARES NEST REHABILITATION CENTER, INC.

2. PURPOSES.

(a) The purposes for which the Corporation is to be formed are exclusively to receive and administer funds for scientific, educational, religious, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise dispose of any such property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to the amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such a manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the laws of the State of Florida.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942

of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(f) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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

(i) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

(j) To rehabilitate animals, to educate public regarding cruelty to animals and the prevention thereof.

3. OFFICE. The office of the Corporation is to be located at 4655 Round Lake Rd., in the City of Apopka, County of Orange, State of Florida.

4. TERRITORY. The territory in which the operations of the Corporation are principally to be conducted is the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

5. DIRECTORS. The names and addresses of the initial trustees until the first annual meeting of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Wendy Dinaccia Bennett	6442 Lake Lerla Dr. Apopka, FL 32712
Sandra Grabowski	3435 S. Orange Ave., Apt. E 144 Orlando, FL 32806
Charles E. Hoequist	3101 Maguire Blvd., Suite 101 Orlando, FL 32803

6. REGISTERED AGENT/ADDRESS. The name and address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him is Wendy Dinaccia Bennett, 6442 Lake Lerla Dr., Apopka, FL, 32712.

7. PERPETUAL EXISTENCE. The corporation shall have perpetual existence.

8. ELECTION OF BOARD OF TRUSTEES. The members of the Corporation shall elect trustees at each annual meeting of the membership. Those entitled to vote for members of the Board of Trustees shall be those members in good standing. In the event of a vacancy on the Board it shall be filled by a majority of the remaining Board; provided, however, that it shall not be mandatory any vacant seat on the board be filled.

9. BOARD OF TRUSTEES: The Board of Trustees shall consist of not more than nine (9) members and not less than three (3) members.

10. MEMBERSHIP. The members of the Corporation shall consist of the persons signing the Articles of Incorporation and such other person or persons as the members may elect, by a vote of a majority of all of the members of the Corporation, at any annual or special meeting of the members.

11. BYLAWS. The Bylaws shall be enacted by a majority vote of the membership at the initial meeting and may be amended by a majority vote of the membership voting at any annual or special meeting.

12. CHARTER AMENDMENTS. The Corporate Charter may be amended by a majority vote of the membership voting at any annual or special meeting called for such purpose.

IN WITNESS WHEREOF, the subscribers hereto have set their hands and affixed their seals as of this \_\_\_\_\_ day of \_\_\_\_\_, 1997.

Signed, sealed and delivered  
in the presence of:

[Signature]

[Signature]  
Wendy Dinaccia Bennett

George A. Mills

Charles E. Hoequist

[Signature]  
Sandra Grabowski

George A. Mills

Charles E. Hoequist

**ACCEPTANCE OF REGISTERED AGENT DESIGNATION**

Having been named Registered Agent for Mares Nest Rehabilitation Center, Inc. to accept service of process of said Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

[Signature]  
REGISTERED AGENT

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority duly authorized to administer oaths, personally appeared Wendy Dinaccia Bennett, to me well known to be the person who executed the foregoing Acceptance of Registered Agent Designation of Mares Nest Rehabilitation Center, Inc., and she acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the City of Orlando, County of Orange, State of Florida, this 8 day of January, 1998.

My Commission Expires:

[Signature]  
Notary Public



CHARLES E HOEQUIST  
My Commission CC447519  
Expires Jun. 21, 1999  
Bonded by HAI  
800-422-1555