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A FLORIDA PROFESSIONAL ASSOCIATION

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MEMBER FLORIDA BAR

MARTHA A. ANKERBRAND, CLA
CERTIFIED LEGAL ASSISTANT

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March 6, 1998

Secretary of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

Re: *Broward County Society for the Prevention of Cruelty to Animals, Inc.*

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-described corporation and our check in the amount of \$122.50 to cover all of the necessary fees and costs. Please file them and return a certified copy to this office.

Respectfully yours,

ROBERT D. LETTMAN
For the Firm

RDL:maa

FILED
98 MAR 16 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Martha Ankerbrand GAVE
AUTHORIZATION BY PHONE TO
CORRECT LA add.
DATE 3-17-98
DOC. EXAM CB

CB 3/17/98

ARTICLES OF INCORPORATION
OF
BROWARD COUNTY SOCIETY FOR THE
PREVENTION OF CRUELTY TO ANIMALS, INC.

FILED
98 MAR 16 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BROWARD COUNTY SOCIETY FOR THE
PREVENTION OF CRUELTY TO ANIMALS, INC.

The principal place of business of this corporation shall be 8010 North University Drive, 1st Floor, Tamarac, Florida 33321.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation being dedicated for the protection of cruelty to animals and advancement of animal safety related causes. This Corporation shall not act for pecuniary profit .

The purpose for which this corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinbelow set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereinafter be amended.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except for reasonable compensation may be paid for services rendered) and no Director or Officer of the corporation, or any private individual shall be entitle 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.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by the applicable provisions of the Internal Revenue Code or federal tax laws as applicable.

The Corporation shall not engage in any act of self dealing as defined by the Internal Revenue Code.

The Corporation shall not retain any excess business holding as defined by the Internal Revenue Code.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the I.R.C. or corresponding provisions any subsequent federal laws.

The Corporation shall not make any taxable expenditures as defined Section 4945 (d) of the I.R.C. or corresponding provisions any subsequent federal laws.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereinafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereinafter be amended.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under the I.R.C. Section 501(c)(3) or corresponding provision as the Board of Directors shall determine. Any of such assets not so disposed of shall be deposited by the Circuit Court of the 17th Judicial Circuit, in and for Broward County, Florida, exclusively for the purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III. AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the act of any 2 or more directors of the Corporation. Such amendments may be proposed and adopted in the manner provided in the By-Laws of the Corporation.

ARTICLE IV. MEMBERS

The Corporation shall have members. Members of the Corporation will be required to be residence of Broward County, Florida and exhibit a high level of care and concern for community's children and animals and preventing any acts of cruelty thereto. Persons meeting such qualifications will be admitted as members pursuant to the By-Laws.

ARTICLE V. TERM EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. BY-LAWS

The By-Laws of the Corporation are to be made, altered, or rescinded by 2 or more Directors of the Corporation.

ARTICLE VII. DIRECTORS

This corporation shall maintain three (3) members of the initial Board of Directors. The names and address of the persons who are to serve as Directors until the first election thereof as follows:

Andrew Silber	8010 N. University Dr. Tamarac, FL 33321
Andrew Rothberg	8010 N. University Dr. Tamarac, FL 33321
J. Rothberg	8010 N. University Dr. Tamarac, FL 33321

ARTICLE VIII. INCORPORATOR

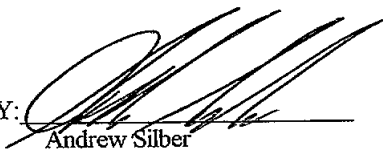
The name and street address of the incorporator to these Articles of Incorporation is:

Andrew Silber
8010 N. University Drive
First Floor
Tamarac, Florida 33321-2118

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this

27 day of February, 1998.

BY:


Andrew Silber

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me by Andrew Silber this 27 day
of February, 1998.

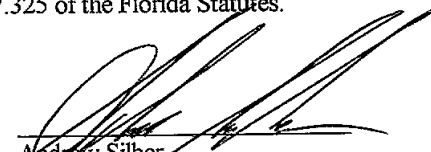

Notary Public



My commission expires:

ACCEPTANCE BY REGISTERED AGENT

I, Andrew Silber, hereby accept the appointment as registered agent for the corporation. I am
familiar with and accept the obligations of Section 607.325 of the Florida Statutes.


Andrew Silber
8010 N. University Dr.
2nd Floor
Tamarac, Fla. 33321

FILED
98 MAR 16 PM 2:55
STATE OF FLORIDA
TALLAHASSEE, FLORIDA