

Division of Corporations

N98000006837

Florida Department of State
Division of Corporations
Public Access System
Sandra B. Mortham, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H98000022572 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
Account Number : 076666002140
Phone : (813) 461-1818
Fax Number : (813) 441-8617

FLORIDA NON-PROFIT CORPORATION

FLORIDA POODLE RESCUE, INC.

Certificate of Status	1
Certified Copy	0
Page Count	08
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC -4 AM 9:22

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

FILED
H98000022572 5
98 DEC -4 AM 9: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FLORIDA POODLE RESCUE, INC.
(A Corporation Not for Profit)

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following:

ARTICLE I - NAME

The name of this corporation is FLORIDA POODLE RESCUE, INC., hereinafter called the "Corporation".

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 1625 Beach Dr., N.E., St. Petersburg, Florida 33704, which may be changed from time to time by action of the Board of Directors.

ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Corporation shall be JULIUS J. ZSCHAU, JOHNSON, BLAKELY, POPE, BOKOR, RUPPEL & BURNS, P.A., 911 Chestnut Street, Clearwater, Florida 33756.

ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION

The purposes of the Corporation are:

(1) place unwanted, abused and abandoned poodles in loving homes where they will be cherished family members for the duration of their lives; to educate others about the nature and behavior of poodles; and to help all who are interested in experiencing the joy of owning canine companions.

Julius J. Zschau, Esq.
Florida Bar #195685
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818

H98000022572 5

H98000022572 5

(2) To do any other act or thing incidental to or connected with the foregoing purposes and objectives or in advancement thereof which is not inconsistent with the provisions of Chapter 617, Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as amended from time to time.

ARTICLE V - RESTRICTIONS

The following additional provisions are inserted for the regulation of the affairs of the Corporation:

A. The Corporation is organized to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Code and regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

B. 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 Section 4942 of the Code. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

C. No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers or other private individuals, 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 IV hereof. No 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 any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, this Corporation will not conduct or carry on any other activities not permitted to be conducted or carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, and regulations issued pursuant thereto, as they now exist or may hereafter be amended,

H98000022572 5

or (2) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or regulations issued pursuant thereto, as they may now exist or may hereafter be amended.

ARTICLE VI - MEMBERS

A. Membership in the Corporation shall be composed of two classes: Voting Members and General Members.

B. The Voting Members shall be as follows:

Dr. Anne Lampru
Animal Alternatives, Inc.
14923 N. Florida Avenue
Tampa FL 33613

Patricia Bonati
1650 Beach Drive NE
St. Petersburg FL 33704

Beth Carter
16128 4th Street E
Reddington Beach FL 33708

Joan Carver
18413 Sterling Silver Circle
Lutz FL 33549

Martha Harrington
2841 Meadowhill Drive N.
Clearwater FL 33761

Beth Koehler
6427 54th Avenue N
St. Petersburg FL 33709

Stuart McPherson
5934 Bayou Grande Boulevard
St. Petersburg FL 33703

Jean Ploeckelman
1014 Friendship Lane
Lutz FL 33549

Alice Ruffner
625 16th Avenue NE
St. Petersburg FL 33704

Clifford Ruffner
625 16th Avenue NE
St. Petersburg FL 33704

Freda Rylee
1349 46th Avenue NE
St. Petersburg FL 33703

Julie Russell
24919 Timberset Court
Lutz FL 33549

Jim Smith
1436 29th Avenue N
St. Petersburg FL 33704

Linda Smith
1436 29th Avenue N
St. Petersburg FL 33704

H98000022572 5

Jim Thomas
5934 Bayou Grande Boulevard
St. Petersburg FL 33703

Sheila Thurman
1625 Beach Drive NE
St. Petersburg FL 33704

Peggy Van Gordner
6427 54th Avenue N.
St. Petersburg FL 33709

Michelle Giard
5611 64th Avenue N
Pinellas Park FL 33710

C. Additional voting members or replacements to voting members shall be appointed in accordance with the Bylaws.

D. General Members shall be all persons who apply to the Corporation for General Membership on forms adopted by the Corporation, and who further meet the requirements for General Members as adopted by the Board of Directors from time to time. General Members shall not be entitled to vote, nor shall they be considered in determining a quorum. The General Membership status of a person shall terminate annually on December 31st, unless renewed by action of the Board of Directors. The status of a person as a General Member may be terminated at any time upon majority vote of the Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors initially composed of five (5) Directors, who need not be members of the Corporation. The number of Directors may be changed by amendment to the Bylaws of the Corporation. The minimum number of elected Board of Directors shall be three (3) and the maximum number of the elected Board of Directors shall be nine (9). The Directors shall be elected at the annual meeting of the Voting Members. The terms of office of the Directors shall be for a one (1) year period. The names and addresses of the persons who are to act in the capacity of Directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

<u>NAME</u>	<u>ADDRESS</u>
Patricia Bonati	1650 Beach Drive NE St. Petersburg FL 33704

H98000022572 5

Jim Smith	1436 29 th Avenue N St. Petersburg FL 33704
Alice Ruffner	625 16 th Avenue NE St. Petersburg FL 33704
Shelia Thurman	1625 Beach Drive NE St. Petersburg FL 33704
Jean Ploeckelman	1014 Friendship Lane Lutz FL 33549

ARTICLE VIII - OFFICERS

The Corporation shall be administered by a President, Vice President, Secretary and Treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers need not be members of the Corporation. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Patricia Bonati	President	1650 Beach Drive NE St. Petersburg FL 33074
Jim Smith	Vice President	1436 29 th Avenue N St. Petersburg FL 33704
Shelia Thurman	Secretary	1625 Beach Drive NE St. Petersburg FL 33704
Alice Ruffner	Treasurer	625 16 th Avenue NE St. Petersburg FL 33704

ARTICLE IX - EXECUTIVE COMMITTEE

The Board of Directors is authorized to designate an Executive Committee.

H98000022572 5

ARTICLE X - INCORPORATOR

The name and address of the incorporator for these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Julius J. Zschau	911 Chestnut Street Clearwater, FL 33756

ARTICLE XI - INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on them in connection with any proceeding or settlement of any proceeding to which they may be a party or in which they may become involved by reason of their being or having been a Director or officer of the Corporation, whether or not they are a Director or officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XII - DURATION

This Corporation shall exist perpetually.

ARTICLE XIII - BYLAWS

The Bylaws of this Corporation shall be initially adopted by the Board of Directors. Thereafter, the Bylaws may be amended, altered or rescinded only upon the four-fifths (4/5ths) vote of the entire Board of Directors.

H98000022572 5

H98000022572 5

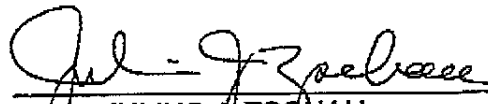
ARTICLE XIV - AMENDMENTS

These Articles of Incorporation shall only be amended or modified upon the four-fifths (4/5ths) vote of the entire Board of Directors.

ARTICLE XV - DISSOLUTION

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision 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 or organizations organized and operated exclusively for public charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) and 170(c)(2) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Corporation, has executed these Articles of Incorporation this 3rd day of December, 1998.



JULIUS J. ZSCHAU
Subscriber

H98000022572 5

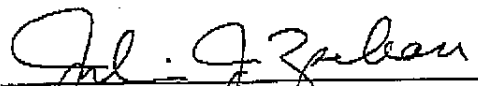
H98000022572 5

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for FLORIDA POODLE RESCUE, INC., at the place designated in these Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of the laws of the State of Florida relative to keeping such open office.

Dated this 3rd day of December, 1998.

JOHNSON, BLAKELY, POPE, BOKOR,
RUPPEL & BURNS, P.A.

By: 

JULIUS J. ZSCHAU
Registered Agent

Registered Office:

911 Chestnut Street
Clearwater, FL 33756

Principal Corporation Office:

1625 Beach Drive NE
St. Petersburg, FL 33704

12/03/98 8:54 AM
#172562V4

FILED
98 DEC -4 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000022572 5