

12/04/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

1:40 PM

((H98000022664 0)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: THE RUFUS FISHER SEEING EYE DOG

AUDIT NUMBER.....H98000022664

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:02:03

FILED

98 DEC -7 PM 3.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6612799

12/7/98
WFF



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 7, 1998

EMPIRE

SUBJECT: THE RUFUS FISHER SEEING EYE DOG FOUNDATION, INC.
REF: W98000027199

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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

If you have any further questions concerning your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

FAX Aud. #: H98000022664
Letter Number: 298A00057581

*Att: Abby
From: Jessy at Empire
(305) 541-3094*

5

44-8000022664

FILED
DEC - 7 PM 3:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
THE RUFUS FISHER SEEING EYE DOG FOUNDATION, INC.**
(A Florida Corporation Not for Profit)

**ARTICLE I
Name**

The name of this corporation is THE RUFUS FISHER SEEING EYE DOG FOUNDATION, INC. hereinafter called the "Corporation").

**ARTICLE II
Principal Place of Business and Mailing Address**

The address of the principal office of the Corporation shall be 173 Root Trail, Palm Beach, Florida 33480.

**ARTICLE III
Purpose**

This is a Corporation not for profit which is organized exclusively to provide services concerning seeing eye dogs in the general area.

**ARTICLE IV
Manner of Election of Directors**

The activities and affairs of the Corporation shall be managed by a Board of Directors (hereinafter called the "Directors" and collectively as the "Board"). The number and method of election of the Directors of the Corporation who shall serve following the terms of the initial Directors of the Corporation shall be as set forth in the Bylaws and appointed by Minutes, but in no case shall the number be less than one.

**ARTICLE V
Limitation of Corporate Powers**

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes.

Ricardo L. Fraga, Esq.
FBN0.078719 / (305) 579-0500
1221 Brickell Ave.
Miami, FL 33131

44-8000022664

H98000022664

ARTICLE VI
Initial Registered Agent and Street Address

The name and mailing address of the registered agent is Tamara J. Fisher, 173 Root Trail, Palm Beach, Florida 33480.

ARTICLE VII
Incorporator

The name and mailing address of the incorporator is:

Tamara J. Fisher
173 Root Trail
Palm Beach, Florida 33480

(the "Incorporator"). The powers of the Incorporator are to terminate upon filing of the Articles of Incorporation. All necessary expenses incurred by the Incorporator in creating the Corporation shall be reimbursable by the Corporation to the Incorporator.

ARTICLE VIII
Number and Names of Directors

The number consisting the initial Board of the Corporation is three (3). The names and mailing addresses of the persons who are to serve as the initial Board is:

Tamara J. Fisher	Stuart C. Fisher	Clyda Mize
173 Root Trail	173 Root Trail	173 Root Trail
Palm Beach, Florida 33480	Palm Beach, Florida 33480	Palm Beach, Florida 33480

ARTICLE IX
Membership

This Corporation shall have no members.

ARTICLE X
Duration of Corporation

The period of the duration of the Corporation is perpetual unless dissolved according to law.

H98000022664

498000022664

ARTICLE XI
Disposal of Assets upon Dissolution

Upon the dissolution of the Corporation, the Board 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. Such assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, 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 public purposes. Any such assets not disposed of shall be disposed of by a Florida court of competent jurisdiction 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 said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII
Amendment of Articles

These Articles of Incorporation shall be amended and/or restated only by an action of a majority of the members of the Board of Directors of the Corporation.

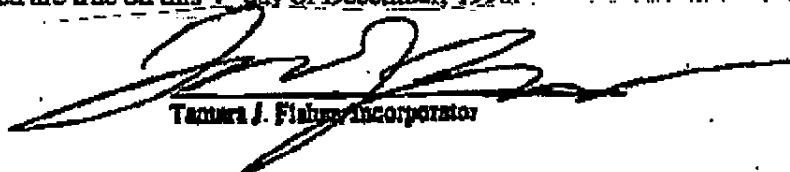
ARTICLE XIII
Amendment of Bylaws

The Bylaws may be amended, altered, or repealed and new Bylaws may be adopted only by the affirmative vote of a majority of the members of the Board of Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XIV
Liability of Directors

Directors of the Corporation shall not be liable to the Corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a Director's duty of loyalty to the Corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; (3) a transaction from which the Director derived an improper personal benefit.

I, **THE UNDERSIGNED**, being the Incorporator hereinbefore named, for the purpose of forming a corporation not for profit pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, do make this certificate, hereby declaring and certifying that the facts herein stated are true on this 4th day of December, 1998.


Tamara J. Fisher, Incorporator

498000022664

H98000022664

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for THE RUFUS FISHER SEEING EYE DOG FOUNDATION, INC., at the place designated in the Articles of Incorporation of the Corporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position, as Registered Agent.



Tamara J. Fisher, Registered Agent

Date: December 4, 1998

FILED
98 DEC -7 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000022664