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LAW OFFICES
CAROL-LEE GREEN, P.A.
4400 NORTH FEDERAL HIGHWAY • SUITE 210
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*****78.75 *****78.75

January 25, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA AIRBORNE EXPRESS

RE: NATIONAL ALLIANCE OF BIRMAN BREEDERS, INC. (NABB, INC.)
Articles of Incorporation

Dear Sir/Madam:

Enclosed herewith are the original Articles of Incorporation for the above-referenced name. I have enclosed a check in the amount of \$78.75 for same.

Thank you for your attention to this matter, and if you have any questions or concerns, please do not hesitate to contact this office.

Sincerely yours,


Carol-Lee Green

CLG:cg
Enclosure

FILED
99 FEB 12 PM 12:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA





FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 5, 1999

CAROL-LEE GREEN, P.A.
4400 NORTH FEDERAL HIGHWAY
SUITE 210
BOCA RATON, FL 33431

SUBJECT: NATIONAL ALLIANCE OF BIRMAN BREEDERS, INC.
Ref. Number: W99000003023

We have received your document for NATIONAL ALLIANCE OF BIRMAN BREEDERS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A statement that shareholders of the subsidiary corporation who would be entitled to vote and who dissent from the merger pursuant to section 607.1320, Florida Statutes, may be entitled, if they comply with the provisions of this act regarding the rights of dissenting shareholders, to be paid fair value of their shares, must be contained in the document.

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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 799A00005272

LAW OFFICES
CAROL-LEE GREEN, P.A.
4400 NORTH FEDERAL HIGHWAY • SUITE 210
BOCA RATON, FLORIDA 33431
(561) 750-8081

February 10, 1999

Ms. Dana Calloway
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: NATIONAL ALLIANCE OF BIRMAN BREEDERS, INC.
Articles of Incorporation

Dear Ms. Calloway:

Pursuant to our telephone conversation, and as per your request, I am re-submitting the enclosed Articles of Incorporation, having deleted any reference to the corporation as NABB, INC. I have additionally included, at your request, the address of the principal place of business. I hope these Articles are now in compliance with all requirements.

Thank you for your cooperation and assistance.

Very truly yours,



Carol-Lee Green

CLG:dm
Enclosures

**ARTICLES OF INCORPORATION
OF
NATIONAL ALLIANCE OF BIRMAN BREEDERS, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

BY THESE ARTICLES OF INCORPORATION the incorporators form a
corporation under Florida law.

**ARTICLE I
NAME**

The name of this corporation is NATIONAL ALLIANCE OF BIRMAN
BREEDERS, INC. It shall be affiliated with the Cat Fanciers Association, Inc. (CFA).

**ARTICLE II
PURPOSE**

The purpose for which this corporation is organized is to promote and advance the
Birman breed of pedigreed cat and the welfare of cats in general.

**ARTICLE III
MEMBERS**

- a) The members of this corporation shall be 1) Members; 2) Associate Members; and 3)
Honorary Members, as determined by the qualifications outlined in the By-Laws.
- b) Members of this corporation shall be admitted to membership by application to and
approval of the board of directors.
- c) This corporation shall issue no stock. No part of the net earnings of this corporation
shall inure to the benefit of or be distributable to its members, directors, officers or
other private persons except that this 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 this article. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or by a corporation, contribution to which are deductible under §170(e)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. On the dissolution of this corporation the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable, educational, religious or scientific purposes.

ARTICLE IV
TERM

This corporation shall exist perpetually.

ARTICLE V
SUBSCRIBERS

Karen Bailey-Helmold, 3240 Jasmine Drive, Delray Beach, Florida 33483
Richard Helmold, 3240 Jasmine Drive, Delray Beach, Florida 33483

ARTICLE VI
OFFICERS AND DIRECTORS

- a) The affairs of this corporation shall be managed by officers elected by the board of directors at its annual meeting.
- b) The officers of this corporation shall be the President, the Vice President, the Secretary and the Treasurer. The four (4) officers and three (3) elected Directors-at-Large shall constitute a Board of Directors (hereinafter "Board"), of which the President shall be the Chair.
- c) The term of office of all officers and directors shall be two (2) years. No officer or director shall serve more than three (3) consecutive terms in the same office.
- d) The terms of the elected Directors-at-Large shall be staggered with the terms of the officers. Officers shall be elected in even numbered years. Directors-at-Large shall be elected in odd numbered years.
- e) A Delegate to represent this corporation at the CFA Annual Meeting and other CFA functions for the following year shall be elected by vote of the Board in March of each year.
- f) The names of the OFFICERS who shall serve until the election at the organizational meeting after these articles are approved are:

PRESIDENT:	LIZ THOMASSON
VICE PRESIDENT:	FERN ST. CLAIR
SECRETARY:	NORA THAYER
TREASURER:	CURT GABBARD

g) The names and addresses of the directors who shall serve until the first election are:

JAN GABBARD, 8434 Wick Lane, Maineville, Ohio 45039
KAREN BAILEY-HELMOLD, 3240 Jasmine Drive, Delray Beach, Florida 33483
RONALD THAYER, 174 Hawfield Drive, Pittsboro, NC 27312

Vacancies in the initial board of directors occurring before the first election shall be filled by the directors remaining in office even though they do not constitute a quorum of the board of directors.

ARTICLE VII BYLAWS

The bylaws of the corporation shall be adopted by the board of directors.

ARTICLE VIII AMENDMENTS

The adopted By-Laws may be amended by an affirmative vote of not less than six (6) Directors present and voting at a Board meeting or participating in a telephone conference call.

ARTICLE IX RESIDENT AGENT

The initial resident agent for this corporation is Karen Bailey-Helmold, and initial resident office is located at 3240 Jasmine Drive, Delray Beach, Florida 33483, and the principal place of business shall be the same.

ARTICLE X MEMBERS MEETINGS

No act of the members shall be valid unless taken at a meeting of members after

notice as prescribed in the bylaws.

DATED on 2/1/99

Karen Bailey-Helmold
KAREN BAILEY-HELMOLD

Richard Helmold
RICHARD HELMOLD

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on 1st day of February 1999.



CAROL-LEE GREEN
My Commission CC558001
Expires May. 28, 2000

Carol-Lee Green
NOTARY PUBLIC

CONSENT OF RESIDENT AGENT

HAVING BEEN NAMED as resident agent for this corporation at the office designated in the foregoing articles of incorporation, the undersigned accepts the designation.

Karen Bailey-Helmold
KAREN BAILEY-HELMOLD

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TALLAHASSEE FLORIDA