

N990000002338
TRANSMITTAL LETTER

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

SUBJECT: Shogun Exotic Cat Sanctuary, Inc.

100002837691--0
-04/13/99--01037--005
*****70.00 *****70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

X \$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75*
Filing Fee
& Certified Copy

\$87.50*
Filing Fee,
Certified Copy
& Certificate

***ADDITIONAL COPY REQUIRED**

FROM: Schneider & Heffner
Attn: Harvey Schneider, Esq.
1900 NW Corporate Blvd
Suite 301 West
Boca Raton, Florida 33431
(561) 241-5551

NOTE: Please provide the original and one copy of the articles.

FILED
99 APR 13 AM 10:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

APR 15 1999
[Signature]

ARTICLES OF INCORPORATION
OF SHOGUN EXOTIC CAT SANCTUARY, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporators do hereby adopt the following Articles of Incorporation of Shogun Exotic Cat Sanctuary, Inc. pursuant to the Florida Not For Profit Corporation Act:

- ARTICLE I:** The name of the corporation shall be Shogun Exotic Cat Sanctuary, Inc.
- ARTICLE II:** The principal place of business, and the mailing address, of the Corporation shall be 6232 Hancock Road, Fort Lauderdale, Florida 33331.
- ARTICLE III:** The specific purpose or purposes for which the Corporation will be organized shall be limited exclusively to (i) the prevention of cruelty to exotic cats, including without limitation lions, tigers, lynx, jaguars, cougars, bobcats, servals, etc.; (ii) foster and promote the education and/or instruction of the public on subjects and matters relating, or pertaining, to such animals; (iii) to provide for the care and maintenance of such animals; (iv) charitable purposes and endeavors relating to such animals; and (v) such other related purposes as would be permitted to be engaged in (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- ARTICLE IV:** The directors shall be appointed, or elected, in the manner provided in the bylaws of the Corporation.
- ARTICLE V:** The street address of the Corporation's registered office shall be 6232 Hancock Road, Fort Lauderdale, Florida 33331. and the name of its registered agent at that address shall be Victoria Canzonetta.
- ARTICLE VI:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 III hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII:

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a 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 VIII:

The following rules and regulations shall be adhered to by the Corporation during any period of time that the Corporation is classified as a "Private Foundation" as that term is defined in section 509(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code:

- (a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future tax code.
- (b) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future tax code.
- (c) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future tax code.
- (d) The Corporation will not make any investments in a manner as

to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future tax code.

(e) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future tax code.

ARTICLE IX: The Corporation shall enjoy such powers as are now, or may be in the future, authorized by applicable Florida law, but only to the extent that such power or powers are permitted to be exercised (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X: The name and address of the incorporators to these restated Articles of Incorporation are:

- 1) Victoria Canzonetta, 6232 Hancock Road, Fort Lauderdale, Florida 33331.
- 2) Susan Steffens, 6232 Hancock Road, Fort Lauderdale, Florida 33331.
- 3) Elizabeth Canzonetta, 6232 Hancock Road, Fort Lauderdale, Florida, 33331.

INCORPORATORS:

By: Victoria Canzonetta dated this 6th day of April, 1999.
Victoria Canzonetta

By: Susan Steffens dated this 6 day of April, 1999.
Susan Steffens

By: Elizabeth Canzonetta dated this 6th day of April, 1999.
Elizabeth Canzonetta

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

REGISTERED AGENT:

By: Victoria Canzonetta dated this 6th day of April, 1999.
Victoria Canzonetta

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