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Mary Ellen Davis, Lawyer  
P.O. Box 1720  
Crawfordville  
Florida  
32326

FILED

99 MAY 19 AM 8:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

5-12-99

900002880069--7  
-05/19/99-01055-006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

May 17, 1999

Florida Department of State  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation of Companion Animal Foundation, Inc.

To Whom It May Concern:

Enclosed for filing are the Articles of Incorporation of Companion Animal Foundation, Inc., a corporation not for profit. Please make the effective date of the document five days prior to date of entry, as permitted by statute.

Also enclosed is a check in the amount of \$78.75 to cover the filing fee and one certified copy. Please return the certified copy to me, **Mary Ellen Davis, Post Office Box 1720, Crawfordville, FL 32326.**

Please call me if you have any questions or require additional information. Thank you for your courtesies in this regard.

Sincerely,

MEDavis

Mary Ellen Davis

Mary Ellen Davis GAVE

MED/bb

Enclosures

cc: John Cargill w/o enclosures

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. EXAM.

effective date  
to May 12  
5/25/99 ✓

**ARTICLES OF INCORPORATION  
OF  
COMPANION ANIMAL FOUNDATION, INC.  
(NOT FOR PROFIT)**

**FILED**  
**99 MAY 19 AM 8:09**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby executes this document for the purpose of becoming a corporation not for profit under the laws of the State of Florida.

**EFFECTIVE DATE**  
5-12-99

**THE EFFECTIVE DATE OF THIS DOCUMENT IS: MAY 12, 1999**

**ARTICLE I: NAME**

The name of this corporation shall be:

COMPANION ANIMAL FOUNDATION, INC.

The principal place of business of this corporation shall be 1439 Shell Point Road, Crawfordville, Florida 32327, but it shall have the power to transact business in any other place or places both within and without the State of Florida and throughout the world. The mailing address of the corporation shall be 2701 Crawfordville Highway #138, Crawfordville, Florida 32327. The annual meeting of the members shall be held at the place designated by the Board of Directors.

**ARTICLE II: NATURE AND PURPOSE**

The general nature of the business to be transacted and carried on by this corporation not for profit and its objects and purposes are to conduct any and all lawful business not for profit, and especially such business consistent with the provisions hereinafter set out or provided

and it shall have all the powers conferred by the laws of the State of Florida upon not for profit corporations as fully and to the same extent as natural persons might or could do in all part of the world, namely:

**To establish, carry on, conduct, maintain, and otherwise operate an organization not for profit, for the promotion of companion animal health and well being and other related activities; and to do such and everything necessary, convenient, suitable or proper for the accomplishment of any of the purposes or for the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to, or expedient for, the protection or for the benefit of this corporation not for profit.**

The foregoing and following provisions shall be construed as objects in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the enumeration in these Articles of specific powers and objects shall not be held to limit or restrict in any manner the powers of this corporation not for profit; but this corporation not for profit may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either along or in association with other corporations, firms or individuals, to the same extent and as full as individuals might or could do as principals, agents, contractors or otherwise.

This corporation not for profit, intends to apply for recognition as a non-profit organization under Section 501(c) of the Internal Revenue Code and shall be be further governed under the Internal Revenue Code.

### **ARTICLE III: MEMBERSHIP**

Membership, if any, and the rights of the members, including rights upon termination of membership and manner of termination of membership; the rights of members upon termination of the corporation; the transferability or non-transferability of membership, shall be stated in the

by-laws. Classification of membership, if any, shall be stated in the by-laws.

#### **ARTICLE IV: DURATION**

The corporation shall have perpetual existence, unless sooner voluntarily dissolved according to law.

#### **ARTICLE V: BOARD OF DIRECTORS**

The number of directors of this corporation shall be three (3) and to be fixed from time to time by resolution of the members of this corporation not for profit at their annual meeting prior to the election of directors, none of whom need be members of the corporation. The method of election of directors shall be stated in the by-laws of this corporation. At no time shall the Board of Directors consist of less than three (3) persons.

The original by-laws of this corporation shall be made, prepared and adopted by the Board of Directors of the corporation by a majority vote thereof. Thereafter the said by-laws may be amended by the Board of Directors at any regular meeting of said Board of Directors or at any special meeting for which said meeting is called by a majority of the directors present.

The Board of Directors shall elect officers of this corporation not for profit, who shall consist of a President, who shall be a director, and a Secretary-Treasurer, who shall be a director and such other further officers as may be provided by resolution of the Board of Directors. None of these officers are required to be a member of the corporation. An officer may hold more than one office. All officers, unless elected to fill a vacancy, shall hold office after their election until their respective successors are duly elected and qualified, unless it is provided by the by-laws that they shall hold office at the pleasure of the Board of Directors. The duties of all officers

elected by the Board of Directors shall be prescribed by the by-laws or resolution of the Board of Directors.

No contract or other transaction between the corporation and one or more of its directors, or any other corporation, firm, association, or entity in which one or more of its directors are directors, officers, or financially interested shall be void or voidable because of such relationship or interest, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(b) The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

Each officer and director of the corporation shall disclose to the Board of Directors his relationship with any person, firm or entity with which this corporation seeks to transact business and each such officer and director shall act in good faith with respect to such transaction.

#### **ARTICLE VI: INDEMNIFICATION**

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of an act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's by-laws and shall not deviate therefrom without amending said by-laws.

#### **ARTICLE VII: INCORPORATOR**

The name and post office address of the incorporator to these Articles of Incorporation are as follows:

John C. Cargill  
2701 Crawfordville Highway #138  
Crawfordville, FL 32327

#### **ARTICLE VIII: INITIAL DIRECTORS**

The name and post office address of the Directors who shall serve as the first Directors of the Board of Directors of the corporation who shall hold office until their successors are elected or appointed and have qualified, are as follows:

John C. Cargill and Mary K. Cargill  
2701 Crawfordville Hwy #138  
Crawfordville, FL 32327

Dr. Susan Thorpe-Vargas  
Post Office Box 309  
Flat Rock, NC 28731

#### **ARTICLE IX: REGISTERED AGENT**

Corporation Service Company is designated as the corporation's agent to accept service

of process within Florida at 1201 Hays Street, Tallahassee, Florida 32301. The street address of the initial registered agent for this corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the registered agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned subscriber, above-named as the incorporator of COMPANION ANIMAL FOUNDATION, INC., has hereunto set his hand and seals this 26<sup>th</sup> day of April, 1999.



JOHN C. CARGILL  
2701 Crawfordville Highway #138  
Crawfordville, FL 32327

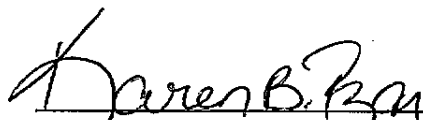
**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

STATE OF FLORIDA  
OFFICE OF THE SECRETARY OF STATE

FILED  
99 MAY 19 AM 8:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, CORPORATION SERVICE COMPANY, having been designated as Agent for the service of process with the State of Florida, upon COMPANION ANIMAL FOUNDATION, INC., a corporation not for profit, organized under the laws of the State of Florida, does hereby accept the appointment as such agent for the above-named corporation.

IN WITNESS WHEREOF, the name of said registered agent is hereunto affixed at, Tallahassee, Leon County, Florida, this 13 day of May, 1999.



CORPORATION SERVICE COMPANY

By: Karen B. Rozar, Asst. Sec.

As: Corporation Service Company