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May 19, 1999

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

600002883616--5  
-05/24/99--01043--010  
\*\*\*\*122.50 \*\*\*\*\*78.75

Gentlemen:

Enclosed please find the Articles of Incorporation for **PETS ARE WORTH SAVING, INC.**.. The acceptance of designation by the Registered Agent for service of process is attached.

Please note that the effective date is date of filing.

Also enclosed is my office check in the amount of \$122.50 in payment of the following fees:

Filing Articles <i>Florida Statutes</i> §617.0122(1)	\$35.00
Registered Agent <i>Florida Statutes</i> §617.0122(7)	\$35.00
Certified Copy <i>Florida Statutes</i> §617.0122(22)	\$52.50

If there is any problem with these documents as submitted, please call toll-free to 1-800-243-8529 and speak with me or Susan.

Very truly yours,

JON AGEE

JA/bj  
Enclosures

FAWS.ART

FILED  
99 JUN -1 PM12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W-12359

afc 5/27



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 27, 1999

JON AGEE  
915 MIDDLE RIVER DR., STE. 512  
FT. LAUDERDALE, FL 33304

SUBJECT: PETS ARE WORTH SAVING, INC.  
Ref. Number: W99000012359

We have received your document for PETS ARE WORTH SAVING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

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) 487-6878.

Alan Crum  
Document Specialist

Letter Number: 299A00029141

ARTICLES OF INCORPORATION  
OF  
PETS ARE WORTH SAVING, INC.

FILED  
99 JUN - 1 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Incorporation are made and acknowledged by the undersigned Incorporator for the purpose of creating a domestic corporation not for profit in accordance with §617.0202 *Florida Statutes*.

ARTICLE I

The corporate name of the corporation shall be PETS ARE WORTH SAVING, INC.

ARTICLE II

The street address of the principal office of the corporation shall be 2070 Griffin Road, Dania, Florida 33312. The mailing address shall be the same.

ARTICLE III

The corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the *Internal Revenue Code*, or of the corresponding provision of any applicable future federal tax code. Notwithstanding any other provision of these articles, the corporation shall not engage in any activities not permitted to be carried on by a corporation exempt from federal income tax under §501(c)(3) of the *Internal Revenue Code*, or of the corresponding provision of any applicable future federal tax code. Nor shall the corporation engage in activities which are not permitted by a corporation, contributions to which are deductible under §170(c)(2) of the *Internal Revenue Code*, or of the corresponding provision of any applicable future federal tax code. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office. (For purposes of the preceding, the publishing or distribution of statements regarding a candidate are deemed to be

participation.) The foregoing purposes are hereby further limited to activities which raise funds for and otherwise directly benefit The Humane Society of Broward County, Inc. PETS ARE WORTH SAVING, INC. shall be an auxiliary organization operating under the charitable tax exemptions of The Humane Society of Broward County, Inc. to the extent legally possible.

#### ARTICLE IV

The method of election of the directors of this corporation shall be as stated in the By-Laws.

#### ARTICLE V

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.

#### ARTICLE VI

The street address of the initial registered office of the corporation shall be 2070 Griffin Road, Dania, Florida 33312. The name of the initial registered agent of the corporation at that office is Christopher Agostino. A written acceptance of such office in accordance with §617.0501 *Florida Statutes* accompanies these Articles.

#### ARTICLE VII

The name of the Incorporator is Barbara Grevior, The address of the Incorporator is 1741 S.E. 7th Street, Fort Lauderdale, Florida 33316.

#### ARTICLE VIII

The initial Directors of the corporation shall be Marti Huizenga, Patty Kearns and Barbara Grevior. The number of Directors shall be as stated in the By-Laws, but there shall never be fewer than three (3) directors in accordance with §617.0803 *Florida Statutes*. After incorporation, the initial Directors shall hold an organizational meeting in accordance with §617.0205 *Florida Statutes* to adopt By-Laws, appoint officers and carry on such other business as may be brought before the meeting. A majority of the initial Directors must participate in said meeting. At least three-days advance notice must be given of the time and place of the meeting.

## ARTICLE IX

The corporation shall have perpetual existence, which existence shall commence upon the date these Articles of Incorporation are filed with the Florida Secretary of State.

## ARTICLE X

Upon the dissolution of the corporation, assets shall be distributed to The Humane Society of Broward County, Inc. if it has retained its status as exempt under Section 501(c)(3) of the Internal Revenue Code. If The Humane Society of Broward County, Inc. is not in existence or is no longer exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any applicable future federal tax code, then the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or of the corresponding provision of any applicable future federal tax code. Any such assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is located, in accordance with the purposes set forth above.

## ARTICLE XI

The classes of membership and the rights of members of each class shall be as stated in the By-Laws.

In witness whereof, the undersigned Incorporator has signed these Articles of Incorporation and has acknowledged such act before a Notary Public in and for the State of Florida, on this May 11<sup>th</sup>, 1999.

 (SEAL)  
Barbara Grevior

STATE OF FLORIDA       )  
                                      ) ss:  
COUNTY OF BROWARD    )

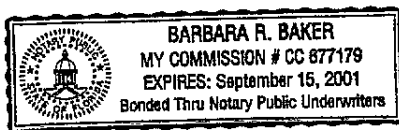
Before me personally appeared Barbara Grevior, who is personally known to me or produced the following identification if not personally known to me:

BARBARA GREVIOR

(IF NOT PERSONALLY KNOWN, DESCRIBE THE IDENTIFICATION PRODUCED IN THE BLANK ABOVE.)

and who did not take an oath, and acknowledged to and before me that the foregoing Articles of Incorporation were executed freely for the purposes therein expressed.

Witness my hand and official seal this May 11th, 1999.



Barbara R. Baker  
Signature of Notary Public

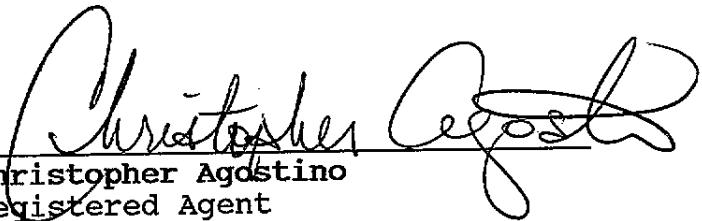
Printed/Typed Name of Notary Public  
Commission No. \_\_\_\_\_  
My notary commission expires: \_\_\_\_\_

The Notary Public must affix his OFFICIAL SEAL of office in the blank space to the left of the notary public signature line above, and he must state on the lines provided above his typed name, the number of his commission and the date that his notary public commission expires, unless this information is clearly shown by the notary public seal or stamp. (If the commission is for life, he should enter "FOR LIFE" on the line.)

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

Notice is hereby given to the Florida Department of State in accordance with §617.0501(3) *Florida Statutes* that the undersigned, having been designated by **PETS ARE WORTH SAVING, INC.** in its Articles of Incorporation to serve as the Registered Agent of said corporation, and being familiar with the obligations of that position, hereby makes formal acceptance of such position and the responsibilities of the Registered Agent effective simultaneously with the designation. The business office of the undersigned is identical with the registered office of the said corporation, as provided by §617.0501(1)(b)(1) *Florida Statutes*.

Dated this May 13, 1999.

  
Christopher Agostino  
Registered Agent

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**FILED**  
99 JUN - 1 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA