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August 16, 1999

Secretary of State

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

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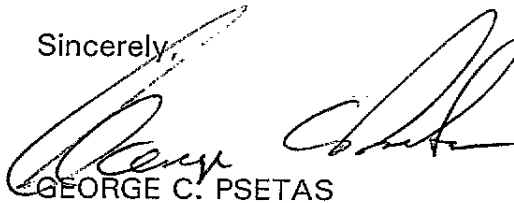
RE: PET AID SERVICE SOCIETY, INC.

Dear Sir/Madam:

Enclosed herewith are the Articles of Incorporation for the non-profit corporation above referenced. Also enclosed is our check in the amount of \$122.50 which represent your filing fee.

Please feel free to contact my office with any questions.

Sincerely,


GEORGE C. PSETAS

/grt

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
PET AID SERVICE SOCIETY, INC.
(a Not-for-Profit corporation)**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, natural persons of the age of eighteen (18) years or more, acting as incorporators of a corporation not-for-profit adopt the following Articles of Incorporation for such corporation not-for-profit pursuant to Chapters 617 and 607, of the Florida Statutes.

ARTICLE 1 - CORPORATE NAME

The name of the Corporation shall be PET AID SERVICE SOCIETY, INC.

ARTICLE 2 - CORPORATE PURPOSE

The Corporation is organized and shall be operated exclusively for the purposes of providing emergency veterinarian care, emergency food bank, adoption network, and referral service for pet owners, and aid in all animal welfare.

ARTICLE 3 - RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

- 3.01 Net Earnings: 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 expenditures in furtherance of the purposes set forth in Article 2 hereof.
- 3.02 Activities: 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 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 (i) by a corporation exempt from federal income tax under Section 501(c)(3), of the Internal Revenue Code of 1954, as amended; or (ii) by corporation contributions which are deductible under Section 170(c)(2), of the Internal Revenue Code of 1954, as amended; (or the corresponding provision of any future United States Internal Revenue law); or (iii) by a corporation organized under Part I, of Chapter 617 of the Florida Statutes.

ARTICLE 4 - DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 5 - DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, shall dispose of all of the assets of the Corporation exclusively for such purposes and to such entities as are purposes and receipt entities authorized for corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE 6 - MEMBERS

- 6.01 Eligibility: Membership shall be open to all natural persons over the age of 18 years who are interested in furthering the charitable purposes of this Corporation as set forth in Article 2. Membership status shall be determined by the Board of Directors in the adoption of Bylaws and Amendments thereto from time to time, and may embrace the qualifications for active, inactive, honorary, sustaining and lifetime membership, and establish membership fees therefor.**
- 6.02 Dues: Dues for the various classes of membership shall be determined from time to time by the Board of Directors in the adoption of the Bylaws and Amendments thereto.**
- 6.03 Meeting: Membership meetings shall be held as scheduled and notice shall be given each member in advance of such meeting as determined by the Board of Directors and in the adoption of Bylaws.**

ARTICLE 7 - SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation who constitute the founding members of the Corporation are:

**Joan Levy - 9510 Richwood Lane, Port Richey, FL 34668
Marion Maniates - 7741 Judith Crescent St., Port Richey, FL 34668
Walter Norman McConkey - 9229 Wood Dr., Hudson, FL 34667
Marj McConkey - 9229 Wood Dr., Hudson, FL 34667
George C. Psetas - 6710 Embassy Blvd., #105, Port Richey, FL 34668**

ARTICLE 8 - OFFICERS

8.01 **Defined:** The affairs of the Corporation shall be managed by a president, vice president, a secretary, and treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the Bylaws.

8.02 **Election:** Officers of the Corporation shall be elected by the Board of Directors at annual meetings of the Board of Directors. All officers shall continue to serve until the election of their successors.

8.03 **Initial:** The names and addresses of the officers who are to serve until the first annual meeting of the Directors are:

President: Marj McConkey-9229 Wood Dr., Hudson, FL 34667
Vice Pres.: Walter Norman McConkey-9229 Wood Dr., Hudson, FL 34667
Sec.: Marion Maniates - 7741 Judith Crescent St., Port Richey, FL 34668
Treas.: Joan Levy - 9510 Richwood Lane, Port Richey, FL 34668

8.04 **Vacancies:** Any vacancy appearing in any office prior to the first annual meeting of the Board of Directors shall be filled by action of the Board of Directors and any vacancy occurring after the first annual meeting shall be filled in accordance with the Bylaws.

ARTICLE 9 - BOARD OF DIRECTORS

9.01 **Defined:** The Corporation shall be governed by a Board of Directors each of whom shall be members of the Corporation and shall be elected by the membership in the manner provided for in the Bylaws. The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of Directors be less than three.

9.02 **Term:** Directors shall hold their offices for three years or such other period as the Bylaws shall determine and shall serve until their successors are elected and qualify.

9.03 **Number:** The number of Directors constituting the initial Board of Directors is five persons and the names and addresses who are to serve as initial Directors until the first annual meeting of the Corporation and the election and qualification of their successors are as follows:

Marj McConkey - 9229 Wood Dr., Hudson, FL 34667
Walter Norman McConkey - 9229 Wood Dr., Hudson, FL 34667

Marion Maniates - 7741 Judith Crescent St., Port Richey, FL 34668
Joan Levy - 9510 Richwood Lane, Port Richey, FL 34668
George C. Psetas - 6710 Embassy Blvd., #105, Port Richey, FL 34668

ARTICLE 10 - ACCEPTANCE OF GIFTS, DEVISES AND BEQUEST APPLICATION THEREOF

The officers or Directors of the Corporation may accept on its behalf any designated contribution, gift of devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation at all times reserves all rights over, interest in and control of such contributions in the full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. In the event the Corporation shall be beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

ARTICLE 11 - ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. The Bylaws may thereafter be amended by a two-thirds vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed Bylaw amendment is furnished to each Director at least five days prior to such meeting.

ARTICLE 12 - AMENDMENT OF ARTICLES OF INCORPORATION

- 12.01 By Directors: Amendments of the Articles of Incorporation shall be proposed by majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds of the membership voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments be furnished each member not less than ten (10) days prior to such meeting.
- 12.02 By Members: Amendments may be proposed by any member and may be considered at the annual or any regular meeting of the membership, provided that written notice of any such amendment or amendments shall be given in writing to all members at least ten days prior to the meeting at which such amendment or amendments is or are to be considered. An amendment shall be adopted by a two-thirds (2/3) vote of the members voting, a quorum being present.

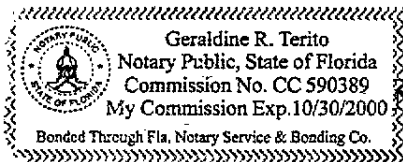
ARTICLE 13 - REGISTERED AGENT

The Corporation's initial registered agent maintains offices at 9229 Wood Drive, Hudson, Pasco County, Florida 34667, and the resident agent thereat shall be MARJ McCONKEY.


MARJ McCONKEY

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing Articles of Incorporation were acknowledged before me this 16th day of August, 1999, by MARJ McCONKEY, who produced her driver's license as identification and who did take an oath.




NOTARY PUBLIC, STATE OF FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated nonprofit corporation, at the place designated in this certificate, I hereby agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 16th day of August, 1999.


MARJ McCONKEY

no profit corp. art.

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99 AUG 20 AM 7:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA