

# N99000005247

## TRANSMITTAL LETTER

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

300002947933--1  
-08/02/99--01141--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**SUBJECT: NOAH'S ARK RESCUE, INC.**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 (Filing Fee: \$35.00 for articles of incorporation filing and \$35.00 for designation of resident agent).

The check was sent on 7/27/99, check number 323 and is currently in your possession.

**FROM:**

MARIA T. PETROSINO, Co-Incorporator & Co-Director  
11386 61st Street North  
West Palm Beach, FL 33412

&

LOUIS PETROSINO, Co-Incorporator & Co-Director  
11416 61st Street North  
West Palm Beach, FL 33412

 Sokoloff & Weinstein, P.A. 11440 Okeechobee Boulevard, Suite 104, Royal Palm Beach, Florida 33411

Tel: 561-790-6788/790-4505

Page 1 of 1

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9 SEP - 1 PM 3:49

FILED

*Handwritten:* 09/02/99  
3 Director



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 10, 1999

MARIA T. PETROSINO  
11386 61ST STREET NORTH  
WEST PALM BEACH, FL 33412

SUBJECT: NOAH'S ARK RESCUE, INC.  
Ref. Number: W99000018449

We have received your document for NOAH'S ARK RESCUE, INC.. However, the document has not been filed and is being returned for the following:

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) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 099A00040251

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# ARTICLES OF INCORPORATION

OF

**NOAH'S ARK RESCUE, INC.**

A FLORIDA NOT FOR PROFIT CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We, the undersigned incorporators, for the purpose of forming a corporation under Florida Not For Profit Corporation Act, hereby adopt the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the corporation shall be:

**NOAH'S ARK RESCUE, INC.**

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

**11386 61st Street North  
West Palm Beach, Florida 33412**

**ARTICLE III: PURPOSES**

NOAH'S ARK RESCUE, INC. shall be organized under Florida Statute Chapter 617 as a not-for-profit corporation; the specific purposes for which the corporation is organized are:

1. providing services dedicated to the rehabilitation and release of urban wildlife,
2. the care and adoption of domestic small animals, *and/or*
3. providing educational and animal health care clinics.

#### **ARTICLE IV: MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is:

The initial Directors of the corporation will be one and the same as the Incorporators as well as the Licensed Wildlife Rehabilitator/Asst. Co-Director listed herebelow. Once, annually, subsequent to the effective date, at a time and place agreeable to the current Directors, Directors shall either appoint or elect the same or other Directors to manage the affairs of the Corporation. Their term of office shall be one year. Vacancy of Director(s) by reason of death, resignation or otherwise, shall be filled by the remaining Director(s) with the sole discretion to appoint another to fill the unexpired term. The Directors shall have the general management and control of the business and affairs of the company and shall exercise all the powers that may be exercised or performed by the corporation, under the the statutes, the articles of incorporation and any by-laws subsequently adopted, except any Assistant Director voting rights will be limited to circumstances where there is either a deadlock between the Co-Directors and subordinate to any full Director. Likewise, should by-laws be eventually implemented, the manner in which the directors are elected or appointed shall be governed by the provisions contained therein.

#### **ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS**

The initial registered agent for NOAH'S ARK RESCUE, INC. shall be:

**ELLIOT J. SOKOLOFF, ESQUIRE**

Sokoloff & Weinstein, P.A. 11440 Okeechobee Boulevard, Suite 104, Royal Palm Beach, Florida 33411

Tel: 561-790-6788/790-4505

Sokoloff & Weinstein, P.A.  
11440 Okeechobee Boulevard  
Suite 104  
Royal Palm Beach, Florida 33411

**ARTICLE VI: INCORPORATORS/BOARD OF DIRECTORS**

The name and post office address of the first board of directors/incorporators, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

MARIA T. PETROSINO, Co-Incorporator & Co-Director  
11386 61st Street North  
West Palm Beach, FL 33412

&

LOUIS PETROSINO, Co-Incorporator & Co-Director  
11416 61st Street North  
West Palm Beach, FL 33412

&

ANDREA KALENDOWICZ, Licensed Wildlife Rehabilitator & Asst. Co-Director  
210 N. 66th Terrace  
Hollywood, FL 33024

**ARTICLE VII: MANAGEMENT/AFFILIATION**

In furtherance and not in limitation of the powers conferred by statute, the following specific

provisions are made for the regulation of the business and conduct of the affairs of NOAH'S ARK RESCUE, INC.

(1) Such director(s) of NOAH'S ARK RESCUE, INC. shall from time to time create, readress and amend by-laws for the corporation as the director(s) should see fit.

(2) Subject always to such by-laws as may be adopted from time to time by the board of directors of NOAH'S ARK RESCUE, INC., NOAH'S ARK RESCUE, INC., by and through its director(s), is expressly authorized to adopt, alter, amend and/or repeal the by-laws of the corporation.

(3) The corporation shall have such officers as may from time to time be provided in the by-laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the by-laws or as may be determined from time to time by the board of directors subject to the by-laws.

(4) Subject to the restrictions, if any, as are herein expressed and such further restrictions, if any as may be set forth in the by-laws (not attached), the board of directors of NOAH'S ARK RESCUE, INC. shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the articles of incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the directors.

#### **ARTICLE VIII: RESERVATION OF RIGHTS**

The directors of NOAH'S ARK RESCUE, INC. reserve the right to amend, alter, change or repeal any provision herein in the manner now or hereafter prescribed by law, and all rights conferred on Directors herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seal this 26<sup>th</sup> day of August, 1999, for the purpose of forming NOAH'S ARK RESCUE, INC. under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of the State of Florida these articles of incorporation and certify that the facts herein stated are true.



MARIA T. PETROSINO,

Co-Director & Co-Incorporator



LOUIS PETROSINO,

Co-Director & Co-Incorporator

STATE OF FLORIDA)

COUNTY OF PALM BEACH )

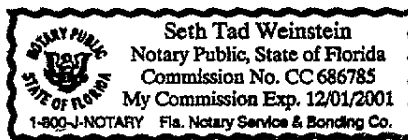
BEFORE ME, the undersigned authority, personally appeared MARIA T. PETROSINO and LOUIS PETROSINO, who, upon being first duly sworn, acknowledged that they executed the foregoing document freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 26<sup>th</sup> day of August, 1999.



NOTARY PUBLIC

My commission expires on:



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SECRETARY OF STATE  
TALLAHASSEE FLORIDA