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A PARTNERSHIP OF INDEPENDENT LAW FIRMS

September 29, 1999

Secretary of State  
Division of Corporations  
The Capitol  
Post Office Box 6327  
Tallahassee, FL 32301

700003004547--3  
-10/04/99-01112-018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Association of Directors of Florida Animal Services Agencies, Inc.

Dear Sir/Madam:

Enclosed please find two copies of the Articles of Incorporation and Resident Agent's Certificate for the above corporation, to be filed and to be effective upon filing.

Also enclosed is our check in the amount of \$70.00 to cover the following:

Filing Fee	\$ 35.00
Resident Agent Certificate (Filing Fee only)	<u>35.00</u>
TOTAL:	\$ 70.00

FILED  
99 OCT -4 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please return the copy of the Articles to the above address.

Thank you for your attention to this matter.

Very truly yours,

LAW OFFICES OF HARVEY M. ALPER

BY: HARVEY M. ALPER

HMA/mw  
cc: Dr. Joe Ward

10-6-99  
12

**ARTICLES OF INCORPORATION**  
**OF**  
**ASSOCIATION OF DIRECTORS OF**  
**FLORIDA ANIMAL SERVICES AGENCIES, INC.**

FILED  
99 OCT -14 PM 12:31  
TALLAHASSEE FLORIDA

We, the undersigned, with other persons being desirous of forming a (charitable and philanthropic) corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes and in accordance with all pertinent laws of the State of Florida, hereby associate ourselves together and make, subscribe, acknowledge and agree to the following:

**ARTICLE I**  
**NAME**

The name of the Corporation is ASSOCIATION OF DIRECTORS OF FLORIDA ANIMAL SERVICES AGENCIES, INC.

**ARTICLE II**  
**PURPOSES**

The general nature of the objects and purposes of this corporation shall be: To improve the methods and standards of the animal services and enforcement profession, in government service, statewide; to inform the citizenry and each of its county governments of the nature and importance of the work of animal services and enforcement agencies in government service; to cooperate with the other organizations dealing with animal services and enforcement; to promote justice and equity in the enforcement of animal related public health or public safety and animal protection laws; to assist each county member with developing professional programs; to work

with the Florida Animal Control Association and similar groups to further their aims, where consistent with the purposes of this organization, and to then enhance the image of the animal services and control profession in general.

In carrying out its purposes, the corporation may receive gifts and grants of public or private money or property, invest and reinvest funds, collect income, and disburse funds to any person or organization, public or private.

No part of the net earnings of this corporation shall inure to the benefit of or be distributable to any member, officer or director of this corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting its purposes).

No member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws; nor make any taxable

expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent Federal tax laws.

Notwithstanding any other provisions of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(3) of such Code and Regulations as they now exist or as they may hereafter be amended.

### ARTICLE III POWERS

This corporation shall have all powers provided for Corporations Not for Profit by Chapter 617 of the Florida Statutes or corresponding provisions of any subsequent statute.

### ARTICLE IV MEMBERS

Regular members of this corporation shall be all persons employed as the director, manager, or supervisor of each Florida county and municipal animal services, animal enforcement or animal control agency. Regular members shall have full voting rights provided, however, there shall not be more than one vote for each represented government agency.

Associate members shall not vote, unless authorized by the regular members, and shall include any Florida state, county or municipal agency representative and any police agency or police agency division head having an interest in animal services and

enforcement. There shall be no more than one associate member for each agency thus represented.

The initial by-laws further concerning qualifications and membership in this corporation shall be established by the subscribers/directors hereinafter designated.

ARTICLE V  
TERM OF EXISTENCE

The term for which this corporation shall exist is perpetual.

ARTICLE VI  
SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

Dr. Joe Ward	Brevard County Animal Control 1040 South Florida Avenue, #118A Rockledge, FL 32955
Mike Wittmer	Seminole County Animal Services 232 Bush Boulevard Sanford, FL 32773-6179
Barbara Snow	Alachua County Animal Services 3400 N.E. 53rd Street Gainesville, FL 32609
Rebecca Wilson	Volusia County Animal Control 3151 East S.R. 44 DeLand, FL 32724

ARTICLE VII  
BOARD OF DIRECTORS

Section 1. General Powers. The business affairs of this corporation shall be managed by the Board of Directors in accordance with the Articles of Incorporation

and By-Laws of this corporation.

Section 2. Number and Qualifications.

A. Initial Board. The Board of Directors shall consist of the four subscribers to the Articles of Incorporation name above, who shall serve until their successors are duly elected and qualified as prescribed in the By-Laws adopted by the members of the corporation. The initial Board shall be empowered to select additional at large directors at their first meeting.

B. Board. As soon as practicable after incorporation, the Board of Directors shall convene in an organizational meeting. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the members of the corporation, but shall never be less than three (3).

Section 3. Terms. The terms of the Directors shall be for one (1) year or until their successors have been chosen, and qualified as prescribed in the By-Laws.

Section 4. Quorum. The presence of a majority of the Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of the directors present at a meeting when a quorum is present shall be the act of the Board of Directors.

Section 5. Voting. Every member of the Board shall be entitled to one (1) vote at any meeting of the Board. Such vote may not be exercised by proxy.

Section 6. Membership. The Board shall establish initial By-Laws concerning membership herein at its first meeting.

Section 7. Chairperson. There shall be a Board Chairperson selected by a

majority of the Board each year at its first meeting in each calendar year.

## ARTICLE VIII OFFICERS

Section 1. The officers of the corporation shall be President, Vice-President, Secretary and Treasurer, and such other officers as may be provided in the By-Laws, including a President-Elect. Any two (2) officers, except those of President and Secretary, may be held by the same person.

Section 2. The names and addresses of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors and the election and taking of office of their respective successors are:

President	Dr. Joe Ward Brevard County Animal Control 1040 South Florida Avenue, #118A Rockledge, FL 32955
Vice-President	Mike Wittmer Seminole County Animal Services 232 Bush Boulevard Sanford, FL 32773-6179
Secretary	Barbara Snow Alachua County Animal Services 3400 N.E. 53rd Street Gainesville, FL 32609
Treasurer	Rebecca Wilson Volusia County Animal Control 3151 East S.R. 44 DeLand, FL 32724

Section 3. Successors officers shall be elected at the first meeting of the Board of Directors and thereafter as provided in the By-Laws adopted by the membership of the corporation.

ARTICLE IX  
BY-LAWS

The members of this corporation may adopt By-Laws not inconsistent with these Articles of Incorporation, for the conduct of the corporation's business and the carrying out of its purposes. In the first instance initial By-Laws may be adopted by a majority of the Board of Directors. Such By-Laws may be adopted or amended, in whole or in part, by a three-fourths (3/4) vote of the members of this corporation present at any meeting of the members duly called and convened at which a quorum, consisting of fifty (50%) percent of the members of the corporation are present, provided that a 10-days advance notice thereof shall have been given in writing to each member prior to such meeting. A member may vote in person or by proxy in writing, and written proxy votes shall be counted to establish a quorum for the meeting.

ARTICLE X  
AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by resolution adopted by the vote of two-thirds (2/3) of the members of the corporation present at any meeting of the members, duly called and convened at which a quorum consisting of two-thirds (2/3) of the members of the corporation are present, provided that thirty (30) days' advance notice of the meeting and of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each member prior to such meeting. A member may vote in person or by proxy in writing and written proxy votes such be counted to establish a quorum for its meeting.



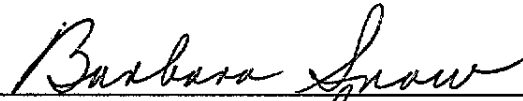

ARTICLE XI  
LOCATION


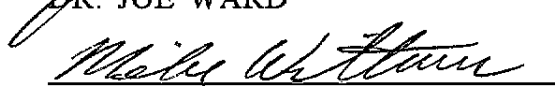
The location of this corporation shall be at 1040 South Florida Avenue, #118A, Rockledge, Brevard County, Florida 32955, or at such other places within Florida, as the Board of Directors may from time to time select and so communicate to the office of the Secretary of State of Florida.

ARTICLE XII  
DISSOLUTION

In the event of dissolution of the corporation or the winding up of its affairs, all of the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which then qualify under the provisions of Section 501(C)(3) or 501(c)(6) of the Internal Revenue Code of 1954 as amended, and its Regulations as they now exist or as they may hereafter be amended. No member, director, officer or private individual shall be entitled to share in the distribution of any of the assets upon such dissolution.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators, have hereunto set our hands and seals, this 24<sup>th</sup> day of September, 1999, for the purpose of forming this Corporation Not for Profit under the laws of the State of Florida.

  
\_\_\_\_\_  
BARBARA SNOW  
  
\_\_\_\_\_  
REBECCA WILSON

  
\_\_\_\_\_  
DR. JOE WARD  
  
\_\_\_\_\_  
MIKE WITTMER

STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME, this day personally appeared DR. JOE WARD, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who did take an oath, and acknowledged to me and before me that he executed and published the same freely and voluntarily for the purposes therein expressed, and that the facts therein stated are truly set forth.

WITNESS my hand and official seal this 19<sup>TH</sup> day of AUGUST, 1999.



[Signature]  
Notary Public

My commission expires:

Personally known ✓ or  
Type of Identification Produced \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF SEMINOLE

BEFORE ME, this day personally appeared MIKE WITTMER, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who did take an oath, and acknowledged to me and before me that he executed and published the same freely and voluntarily for the purposes therein expressed, and that the facts therein stated are truly set forth.

WITNESS my hand and official seal this 19<sup>TH</sup> day of AUGUST, 1999.

[Signature]  
Notary Public

My commission expires:

Personally known ✓ or  
Type of Identification Produced \_\_\_\_\_



HARVEY M. ALPER  
My Commission CC557971  
Expires May 28, 2000

STATE OF FLORIDA  
COUNTY OF ALACHUA

BEFORE ME, this day personally appeared BARBARA SNOW, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who did take an oath, and acknowledged to me and before me that he executed and published the same freely and voluntarily for the purposes therein expressed, and that the facts therein stated are truly set forth.

WITNESS my hand and official seal this 24 day of September, 1999.

Sandra Woodard  
Notary Public

My commission expires:



Sandra Woodard  
MY COMMISSION # CC821955 EXPIRES  
March 29, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

Personally known ✓ or  
Type of Identification Produced \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF VOLUSIA

BEFORE ME, this day personally appeared REBECCA WILSON, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who did take an oath, and acknowledged to me and before me that he executed and published the same freely and voluntarily for the purposes therein expressed, and that the facts therein stated are truly set forth.

WITNESS my hand and official seal this 20 day of September, 1999.

Sergio Pacheco, Jr.  
Notary Public

My commission expires:

NOTARY PUBLIC - STATE OF FLORIDA  
SERGIO PACHECO, JR.  
COMMISSION # CC873057  
EXPIRES 12/5/2001  
BONDED THRU ASA 1-888-NOTARY4

Personally known ✓ or  
Type of Identification Produced \_\_\_\_\_

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR SERVICE OF PROCESS AND RESIDENT AGENT**

The following is submitted pursuant to the provisions of Chapter 48.091,  
Florida Statutes:

That the ASSOCIATION OF DIRECTORS OF FLORIDA ANIMAL SERVICES AGENCIES, INC., desiring to be organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Rockledge, County of Brevard, State of Florida, has named Dr. Joe Ward, located at 1040 South Florida Avenue, #118A, Rockledge, FL 32955, as its agent to accept service of process within this State.


ASSOCIATION OF DIRECTORS OF  
FLORIDA ANIMAL SERVICES  
AGENCIES, INC.

BY: 

DR. JOE WARD, President

FILED  
99 00 -4 PM 12:31  
CLERK OF CIRCUIT COURT  
JULIE  
FLORIDA

Having been named to accept service of process for the above-named corporation at the place designate in this certificate, I hereby accept such appointment and agree to act in this capacity and to comply with the provision of said act relative to keeping open said office.

  
DR. JOE WARD  
Resident Agent