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3125 W. New Haven Avenue, #200
West Melbourne, Florida 32904-3533

LAW OFFICES

J. SCOTT LANFORD

Professional Association

(407) 728-9898 ♦ FAX: 984-3622

October 12, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32309

600003017936--4

-10/19/99--01030--007
*****70.00 *****70.00

RE: ANIMAL RESCUE OF BREVARD, INC.

600003017936--4

-10/19/99--01030--008
*****8.75 *****8.75

Dear Sir or Madam:

I enclose an original and one copy of Articles of Incorporation for ANIMAL RESCUE OF BREVARD, INC., together with filing fee in the amount of \$70.00. Please file the original Articles and return a CERTIFIED the copy to the undersigned; I enclose a check in the amount of \$8.75 to cover the costs of the certified copy.

Thank you.

Sincerely,

J. Scott Lanford, P.A.

JSL/jmt

Enclosures - Original Articles of Incorporation
- Copy of Articles of Incorporation
- Check in the amount of \$70.00
- Check in the amount of \$ 8.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell OCT 21 1999

**ARTICLES OF INCORPORATION
OF
ANIMAL RESCUE OF BREVARD, INC.**

Articles of incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

**ARTICLE I
CORPORATE NAME**

The name of this Corporation (hereinafter "CORPORATION") shall be:

ANIMAL RESCUE OF BREVARD, INC.

**ARTICLE II
CORPORATE LOCATION**

The street address and mailing address of principal office of the Corporation are: P.O. BOX 33561, Indialantic, FL 32903-0561.

**ARTICLE III
PURPOSE OF BUSINESS**

The CORPORATION is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV
INITIAL TRUSTEE(S) (Directors)**

The names and addresses of the persons who are the initial trustees (Directors) of the corporation are as follows: JAMES H. LAWSON, P.O. BOX 33561, Indialantic, FL 32903-0561.

The trustee (Directors) will be elected or appointed as set forth in the Corporation's Bylaws.

**ARTICLE V
EARNINGS OF CORPORATION**

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 Third hereof. 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

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participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance to the purposes of this corporation."

ARTICLE VI **DISSOLUTION OF CORPORATION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII **INCORPORATOR**

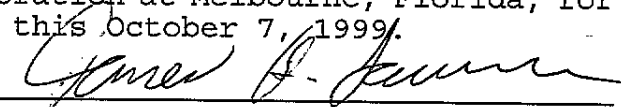
The name and street address of the incorporator are as follows: JAMES H. LAWSON, P.O. BOX 33561, Indialantic, FL 32903-0561.

ARTICLE VIII **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be: 9010 Brighton Circle, W. Melbourne, FL 32904.

The name of the initial registered agent of this Corporation at that address shall be: JAMES H. LAWSON.

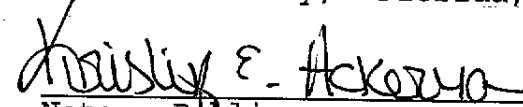
IN WITNESS WHEREOF, the undersigned has made and subscribed the Articles of Incorporation at Melbourne, Florida, for the uses and purposes aforesaid, this October 7, 1999.


JAMES H. LAWSON,
Incorporator

STATE OF FLORIDA)
COUNTY OF BREVARD)

Before me personally appeared JAMES H. LAWSON to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the Articles of Incorporation as incorporator of CORPORATION for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Melbourne, Brevard County, Florida, this October 7, 1999.

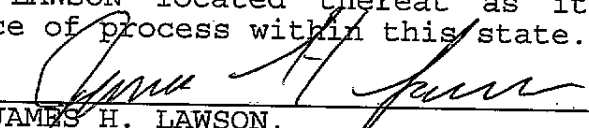

Notary Public

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

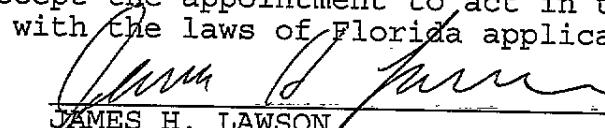


Kristin E. Ackerman
My Commission CC807959
Expires February 9, 2003

In pursuance of Section 48.091 and Chapter 617, Florida Statutes, ANIMAL RESCUE OF BREVARD, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 9010 Brighton Circle, W. Melbourne, FL 32904, has named JAMES H. LAWSON located thereat as its registered agent to accept service of process within this state.


JAMES H. LAWSON,
Incorporator

Having been named as registered agent to accept service of process for the above-named corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.


JAMES H. LAWSON,
Registered Agent

ANIMAL RESCUE OF BREVARD, INC.
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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