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October 19, 1999

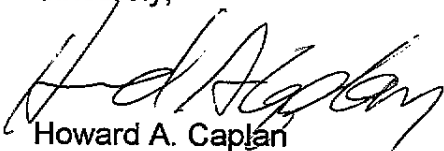
Division of Corporations  
Secretary of State  
State Of Florida  
P.O. Box 6327  
Tallahassee, FL 32314

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-10/22/99-01081-008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of Squirrel Rescue Foundation, Inc.  
along with the statement of registered agent and check for the appropriate fee.

Sincerely,

  
Howard A. Caplan

HAC/mt  
enclosures

RECEIVED  
TALLAHASSEE, FLORIDA

99 OCT 22 AM 9:24

FILED

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ARTICLES OF INCORPORATION  
OF  
SQUIRREL RESCUE FOUNDATION, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a for not for profit corporation under the Not For Profit Corporation Act and other laws of the State of Florida.

ARTICLE I

The name of the corporation is Squirrel Rescue Foundation, Inc.

ARTICLE II

The principal office of the corporation initially will be at 2350 Miller Oaks Drive S., Jacksonville, Florida 32217. The principal office may be moved to any address that the Board of Directors shall choose, provided however that the principal office shall be in the State of Florida.

ARTICLE III

The purpose of the corporation will be squirrel rescue and rehabilitation.

The corporation will have the power to invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the operation of the corporation's business.

The corporation will have the power to do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects for the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendments hereto, and either alone or in association with other corporations, firms, or

individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this corporation; provided however, that such actions will not jeopardize the not for profit status of the corporation.

#### ARTICLE IV

The initial number of directors of the corporation will be four (4). The number of directors may be changed by bylaw adopted by the Board of Directors; provided however, that the number of directors will never be less than three (3). The method of election of directors is stated in the bylaws of the corporation.

#### ARTICLE V

The initial Board of Directors will be:

<u>Name</u>	<u>Address</u>
Gaylynn Lankford	2350 Miller Oaks Drive S. Jacksonville, FL 32217
Larry Lankford	2350 Miller Oaks Drive S. Jacksonville, FL 32217
Linda Echevarria	11823 Flynn Road Jacksonville, FL 32223
Rhoda Stevenson, DVM	Exotic Bird Hospital 10550-12 St. Augustine Road Jacksonville, FL 32257

#### ARTICLE VI

The registered office will be and the registered agent at that same address are:

<u>Agent</u>	<u>Registered Office Address</u>
Howard A. Caplan, Attorney, P.A.	3900 Atlantic Blvd. Jacksonville, FL 32207

#### ARTICLE VII

The name and address of the incorporator and person signing these Articles of Incorporation are: Howard A. Caplan, Attorney, P.A., 3900 Atlantic Blvd., Jacksonville, FL 32207.

#### ARTICLE VIII

The corporation will not have members.

Upon dissolution or final liquidation of the corporation, the assets of the corporation will be distributed to the Jacksonville Human Society.

#### ARTICLE IX

This corporation will exist perpetually.

#### ARTICLE X

No contract or other transaction between this corporation and any other corporation will be affected by the fact that any director of this corporation is interested in or is a director or officer of such other corporation. Every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be interested in any way. The foregoing is predicated upon prior disclosure of the interest of the interested director.

#### ARTICLE XI

This corporation will have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) health

insurance plan, or other retirement or incentive compensation plans.

#### ARTICLE XII

The corporation will indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person(s) in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made a party, or parties, or which may be asserted against them or any of them, by reason of being or having been directors or officers of the corporation, or of such other corporation except in relation to matters as to which any such director or officer or former director or officer or person will be adjudged in any action, suit, or proceeding to be liable by his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of shareholders, or otherwise, and the corporation will indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

#### ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed  
these Articles of Incorporation, this 14 day of October, 1999.

HOWARD A. CAPLAN, ATTORNEY, P.A.

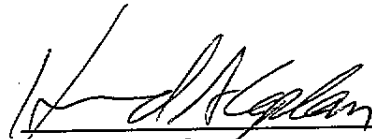
  
Howard A. Caplan

ACKNOWLEDGMENT AND ACCEPTANCE

OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation,  
at the place designated in the Articles of Incorporation to which this is attached, I hereby  
accept to act in this capacity, and agree to comply with the provisions of said law relative  
to keeping open said office.

HOWARD A. CAPLAN, ATTORNEY, P.A.

 10/19/99  
Howard A. Caplan Date

NOTARIAL STATE  
TALLAHASSEE, FLORIDA

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