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ARTICLES OF INCORPORATION OF
ANIMAL F.R.I.E.N.D.S., INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, adopt the following articles of incorporation.

ARTICLE I: CORPORATION NAME

The name of the Corporation shall be Animal F.R.I.E.N.D.S., Inc.

ARTICLE II: CORPORATION ADDRESS

The street address of the initial principal office of the corporation is 1008 S. Daytona Avenue, Flagler Beach, FL, 32136. the mailing address of the corporation is PO Box 2081, Flagler Beach, FL, 32136. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE III: PURPOSE

This corporation is organized pursuant to the Florida Nonprofit Corporation Code and is a nonprofit corporation as described in Section 501(c)(3) of the Internal Revenue Code, as amended. The objects and purposes to be exclusively transacted and carried on are as follows:

a. To promote and carry on any charitable, or educational purposes and activities to aid in the rescue of animals in emergency and disaster situations.

b. To do and undertake such other activities as the Board of Directors shall from time to time determine to be necessary to carrying forward the above purposes of the Corporation.

c. No substantial part of the activities of the Corporation shall consist of attempting to influence legislation, by propaganda or otherwise, to an extent that would disqualify it for tax exemption under Section 501(c)(3) of the IRS. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treasury Regulation 501(c)(3) 1(c)(3), as it now exists or may be hereafter amended.

d. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal

Revenue Code of 1954, as amended, and Treasury Regulations thereunder as they not exist or as they may be hereafter amended, or by organization, contributions to which are deductible under Section 170(c)(2) and 2055(a) of such Code and Treasury Regulations thereunder as they now exist or as they may be hereafter amended.

e. Upon the dissolution of the corporation or the winding up of its affairs, all of the assets of the Corporation shall be distributed to such organizations which then qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, as the Board of Directors may direct.

ARTICLE IV: DIRECTORS

The names and addresses of the persons who are the initial directors of the corporation are as follows:

Shelby Terry-Wolf: President
50 Lloyd Trail
Palm Coast, FL 32137

Annie Lovelady: Vice President
8 Richel Place
Palm Coast, FL 32137

Beth Thulin: Treasurer
1008 S. Daytona Ave.
Flagler Beach, FL 32136

Jeff Berman: Secretary
15 Riverside Lane
Palm Coast, FL 32137

The method of election of directors shall be stated in the Bylaws.

ARTICLE V: 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 make payments and distributions in furtherance of the purposes set forth in Article III above. 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 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, of the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under sections 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI: DISSOLUTION

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: STOCK

This corporation shall not have or issue any shares of stock.

ARTICLE VIII: REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be Beth Thulin, 1008 S. Daytona Avenue, Flagler Beach, FL, 32136, to accept service of process within this State as to this corporation.

ARTICLE IX: INCORPORATORS

The name and address of each incorporator is:

Beth Thulin
1008 S. Daytona Avenue
Flagler Beach, FL, 32136

Executed by the undersigned at Flagler County, Florida on the 8 day of October, 1999.

Beth Thulin
BETH THULIN

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

ANIMAL F.R.I.E.N.D.S., INC.

2. The name and address of the registered agent and office is:

BETH THULIN
1008 S. Daytona Avenue, Flagler Beach, FL 32136

Having been named to as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Beth Thulin

BETH THULIN
REGISTERED AGENT
DATE: 10-08-99

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TALLAHASSEE, FLORIDA