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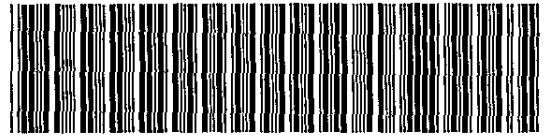
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05 JUN 15 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

V. Ingram JUN 15 2005

**CRANDELL AND ASSOCIATES, INC.
120 E. OAKLAND PARK BLVD., SUITE 106
FT. LAUDERDALE, FL 33334-1106**

**TELEPHONE (954) 565-9903
FAX (954) 565-7254**

JUNE 7, 2005

**DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314**

SUBJECT:

ALLEYTOWN RESCUE AND PET SANCTUARY, INC.

**ENCLOSED ARE AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES
OF INCORPORATION AND A CHECK FOR \$ 78.75.**

PLEASE NOTE THE EFFECTIVE DATE OF JUNE 15, 2005.

FROM: CRANDELL AND ASSOCIATES, INC.

ATTENTION: MAUREEN A. THOMAS

120 E. OAKLAND PARK BLVD., SUITE 106

FT. LAUDERDALE, FL 33334-1106

TELEPHONE - (954) 565-9903

FAX - (954) 565-7254

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING
A NON-PROFIT CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION
ACT,
HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE ONE

THE NAME OF THE CORPORATION SHALL BE:

ALLEYTOWN RESCUE AND PET SANCTUARY, INC.

THIS CORPORATION SHALL COMMENCE ON JUNE 15, 2005.

ARTICLE TWO

THE PLACE IN THIS STATE WHERE THE PRINCIPAL OFFICE OF THE
CORPORATION IS TO BE LOCATED IN IS THE CITY OF PIERSON,
VOLUSIA COUNTY.

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS
CORPORATION SHALL BE:

654 WESTERN AVENUE
PIERSON, FL 32180-2417

ARTICLE THREE

THIS CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE PURPOSES TO PREVENT CRUELTY TO ANIMALS THRU RESCUES AND ADOPTIONS AND TO OFFER A PET SANCTUARY WHERE ANIMALS CAN REMAIN IN A SAFE ENVIRONMENT WHERE THEY CAN RECOVER FROM ABUSE AND NEGLECT, SEEK NECESSARY MEDICAL TREATMENT AND WHEN READY, BE ADOPTED BY CARING AND LOVING INDIVIDUALS AND/OR FAMILIES. THIS CORPORATION WOULD ALSO EDUCATE THE PUBLIC ABOUT PREVENTING CRUELTY TO ANIMALS AND IF ADDITIONALLY NEEDED THIS CORPORATION WOULD CONDUCT ANY AND ALL ALLOWABLE ACTIVITIES OF A NON-PROFIT ORGANIZATION.

THIS CORPORATION MAY ALSO MAKE DISTRIBUTIONS TO OTHER ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, MOSTLY ORGANIZATIONS THAT ALSO WERE FORMED TO PREVENT CRUELTY TO ANIMALS AND THAT CARE FOR SICK, INJURED, ABUSED AND/OR NEGLECTED ANIMALS.

ARTICLE FOUR

THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE THE INITIAL
TRUSTEES AND DIRECTORS OF THE CORPORATION ARE AS FOLLOWS:

DEBORAH TURNER
TRUSTEE/DIRECTOR

654 WESTERN AVENUE
PIERSON, FL 32180-2417

SCOTT TURNER
TRUSTEE/DIRECTOR

654 WESTERN AVENUE
PIERSON, FL 32180-2417

THE MANNER OF ELECTION OF THE BOARD OF DIRECTORS
SHALL BE BY A MAJORITY VOTE OR AS STATED IN THE BYLAWS.
AT THIS MOMENT IN TIME THERE ARE NO MEMBERS OTHER THAN
THE INITIAL TWO ABOVE MENTIONED DIRECTORS/TRUSTEES.

ARTICLE FIVE

THIS CORPORATION CERTIFIES THAT NO PART OF THE NET EARNINGS 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 THREE 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 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.

ARTICLE SIX

UPON 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 SEVEN

INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

DEBORAH TURNER
654 WESTERN AVENUE
PIERSON, FL 32180-2417

ARTICLE EIGHT

THE NAMES(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S)
TO THESE ARTICLES OF INCORPORATION ARE:

DEBORAH TURNER
654 WESTERN AVENUE
PIERSON, FL 32180-2417

THE UNDERSIGNED INCORPORATOR(S) HAS(HAVE) EXECUTED THESE
ARTICLES OF INCORPORATION THIS 9TH DAY OF JUNE 2005.



DEBORAH TURNER

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05 JUN 15 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE NINE

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED NON-PROFIT 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:

ALLEYTOWN RESCUE AND PET SANCTUARY, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND
OFFICE IS:

DEBORAH TURNER
654 WESTERN AVENUE
PIERSON, FL 32180-2417

HAVING BEEN NAMED 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.


DEBORAH TURNER

X 6/9/05
(DATE)