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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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March 4, 2008

VIA UPS NEXT DAY AIR

Department of State
Division of Corporations
409 E Gaines Street
Tallahassee, Florida 32399

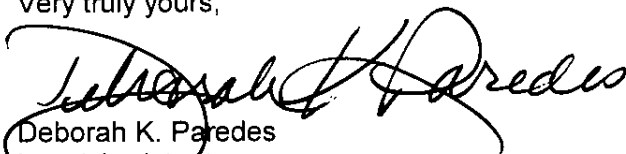
RE: Animal Shelter of Cape Coral, Inc.

Dear Sir or Madam:

Enclosed please find two (2) originals of the Articles of Incorporation for the above-referenced corporation. Please file the enclosed Articles with the State of Florida, returning a certified file-stamped original to our office in the enclosed self-addressed, stamped envelope. We have also enclosed our check in the amount of \$78.75 to cover the filing fees.

If you should have any questions in regard to this matter, please contact our office upon your receipt hereof.

Very truly yours,


Deborah K. Paredes
Legal Assistant

Enclosures

ARTICLES OF INCORPORATION
OF
ANIMAL SHELTER OF CAPE CORAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned do hereby associate themselves for the purpose of forming a corporation not for-profit. Pursuant to the provisions and laws of the State of Florida in Chapter §617 et. seq., we certify as follows:

ARTICLE I

The name of the corporation shall be Animal Shelter of Cape Coral, Inc., hereinafter referred to as the "Foundation", with its principal place of business located at 4024 NW 11th Terrace, Cape Coral, Florida 33993.

ARTICLE II

The purpose for which the Foundation is organized is to provide a safe shelter for unwanted, abandoned or lost pets; assist in reuniting lost pets with their owners; find homes for abandoned pets; and to educate and aide in the prevention of cruelty to animals.

The purposes for which the organization is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III

This Foundation shall have all of the powers set forth in Florida Statute §617.021; provided that this Foundation shall be further governed by the restrictions imposed by Florida Statute §617.0105.

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE IV

The members of the Foundation shall consist of the subscribers to these Articles, together with the individuals named as members of the initial Board of Directors and any individuals who may subsequently be added as members, pursuant to the provisions of the By-Laws of the Foundation. On all matters upon which the membership shall be entitled to vote, there shall be one (1) vote for each member, which vote may be exercised or cast in such manner as may be provided in the By-Laws of the Foundation.

ARTICLE V

The Foundation shall have perpetual existence.

ARTICLE VI

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

Deborah Deveny
601 SW 51st Terrace
Cape Coral, Florida 33914

Amy Geiser
4024 NW 11th Terrace
Cape Coral, Florida 33993

Marge Kay
4102 NW 11th Terrace
Cape Coral, Florida 33993

Mary Ann Halek
1014 SE 20th Street
Cape Coral, Florida 33990

ARTICLE VII

The affairs of the Foundation shall be administered by a President, Vice President, Secretary and Treasurer. Any person may hold two (2) offices, excepting that the same person shall not hold the office of President and Vice President. Officers of the Foundation shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors.

ARTICLE VIII

The affairs of the Foundation shall be managed and governed by a Board of Directors composed of not less than three (3), and no more than the number specified in the By-Laws. The initial Board of Directors shall consist of four (4) members. The Directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership for a term of one (1) year, or until their successors shall be elected and shall qualify. Provisions for such election, respecting the removal, disqualification and resignation of Directors, and for filling vacancies on the Directorate, shall be established by the By-Laws.

The following persons shall constitute the first Board of Directors and shall serve until the election of the Board of Directors at the first regular meeting of the membership.

Helmuth Geiser
Gary Kay

Amy Geiser
Sharon Brandt

ARTICLE IX

Every Director and every officer of the Foundation shall be indemnified by the Foundation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding, or the settlement of any proceeding to which he may be a party, or having been a Director or officer of the Foundation, whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to the exclusive of all other rights and remedies to which such Director or officer may be entitled.

ARTICLE X

The By-Laws of the Foundation shall be adopted by the Board of Directors, and may be altered, amended or rescinded in the manner provided therein. The By-Laws may provide that the operating affairs of the Foundation, including the admission or expulsion of members, can be delegated to the Board of Directors.

ARTICLE XI

Amendments to these Articles of Incorporation may be proposed by any member or Director, and shall be adopted in the manner provided in the By-Laws. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the corporate seal, signed by the Secretary, and executed and acknowledged by the President or Vice President, has been filed with the Secretary of State, and all filing fees paid.

ARTICLE XII

The Resident Agent to accept service of process within this State for said corporation shall be Helmuth Geiser, whose address is 4024 NW 11th Terrace, Cape Coral, Florida 33993.


Having been named to accept service of process for the above-stated corporation at the place designated herein, I hereby accept to act in this capacity, and to comply with the provisions of said Act relative to keeping open said office.


Helmuth Geiser


ARTICLE XIII

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, State or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located exclusively for such purposes.

IN WITNESS WHEREOF, the subscribers have affixed their signatures hereto this 4th day of March, 2008.


Deborah Deveny


Amy Geiser

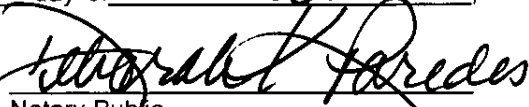

Marge Kay


Mary Ann Halek

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared Deborah Deveny, Amy Geiser, Marge Kay, and Mary Ann Halek, who after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed therein, this 4th day of March, 2008.




Notary Public

Print Name: DEBORAH K. PAREDES

Commission No.: _____

Commission Expiration: _____