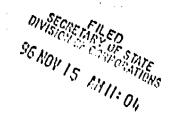
City/State	Address 222-218:5 Phone #	9000020053432 -11/15/9601005008 -++++78.75 Office Use Only
CORPORATION	NAME(S) & DOCUMENT NU	MBER(S), (if known):
2(Co	poration Name) (I	Document #)  Document #)  Document #)  Certified Copy  Certificate of Status
NEW FILINGS	AMENDMENTS	Harris San Control of the Control of
Profit	Amendment	
NonProfit	Resignation of R.A., Officer/ Dire	<del></del>
Limited Liability	Change of Registered Agent	SIA10 
Domestication	Dissolution/Withdrawal	SIO E
Other	Мстдет	HID IS
OTHER FILINGS  Annual Report  Fictitious Name	REGISTRATION/ QUALIFICATION  Foreign Limited Partnership	RECEIVED 96 NOV 15 M 8-51 DIVISION OF CORFORATION
Name Reservation	Reinstatement	
	Trademark	
	Other	

Examiner's Initials

### ARTICLES OF INCORPORATION



of

## THE BEAR FOUNDATION, INC. (A Corporation Not for Profit)

The undersigned incorporator, in order to form a non-profit corporation under the laws of the state of Florida, adopts the following Articles of Incorporation:

#### ARTICLE I NAME

The name of this corporation is: THE BEAR FOUNDATION, INC., The principle business address of the corporation is: 100 Lamplighter Lane, Ponte Vedra Beach, FL 32082

#### ARTICLE II REGISTERED AGENT

The name and address of the registered agent of this corporation is:

Francesca Tabor-Miolla 100 Lamplighter Lane Ponte Vedra Beach, Florida 32082

#### ARTICLE III PURPOSES

The specific purposes for which this corporation is organized are: for the prevention of cruelty to animals of all descriptions capable of suffering. To provide free vaccine and sterilization to animals of the financially disadvantaged. To publish printed matter and a newsletter providing information to the public as to the benefits of pet sterilization and to lessen pet over population.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c)(3) of the Internal Revenue Code, 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 corresponding section of any future federal tax code.

#### ARTICLE IV BOARD OF DIRECTORS

The number of initial directors of this corporations is three (3). Their names and address are as follows: The manner in which the directors are appointed may be as stated in the Bylaws.

Francesca Tabor-Miolla 100 Lamplighter Lane Ponte Vedra, FL 32082

Nicole Koren 13126Chet's Creek, North Jacksonville, FL 32224 Rachel Macha 208 Lamplighter Lane Ponte Vedra, FL 32082

#### ARTICLE V NAME OF INCORPORATOR

The name and address of the incorporator of this corporation is:

Francesca Tabor-Miolla 100 Lamplighter Lane Ponte Vedra Beach, FL 32082

#### ARTICLE VI TERM OF EXISTENCE

The period of duration of this corporation is perpetual.

#### ARTICLE VII MEMBERSHIP PROVISIONS

The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

This corporation shall have one class of membership. Any person shall be qualified to become a member upon payment of the initial dues, if any, fixed by the board of directors and shall continue as a member upon paying the annual dues, if any, fixed by the board of directors. The method and time of payment of dues shall be determined, and may be changed, from time to time, by the board of directors. Additional provisions specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of this state.

#### ARTICLE VIII ADDITIONAL PROVISIONS

Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and this 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which this corporation is a public charity as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943© of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: November 13, 1996

Francesca Tabor-Miolla, Incorporatur 100 Lamplighter Lane

rancisca talor-misela

Ponte Vedra Beach, FL 32082

# CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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:

The Bear Foundation, Inc.

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

Francesca Tabor-Miolia 100 Lamplighter Lane Ponte Vedra Beach, FL 32082

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 am familiar with and accept the obligations of my position as registered agent.

hancieca taser-misella (Signature)

//- /3-96 (Date)