

**P46000029896**  
Law Offices  
**RICHMAN, DEIFIK, LANIER AND ROSS**

A PROFESSIONAL ASSOCIATION

Kenneth W. Richman, Jr. <sup>1</sup>  
Celia Ellen Deifik <sup>1</sup>  
Suzanne D. Lanier  
Donald K. Ross, Jr. <sup>2</sup>

Poinciana Professional Park  
2640 Golden Gate Parkway  
Suite 206  
Naples, Florida 33942-3203  
(941) 434-7700  
Telefax (941) 434-7303

<sup>1</sup> Board Certified Real Estate  
<sup>2</sup> Master of Law in Taxation

710001785057  
-04/01/96--01091--003  
\*\*\*\*122.50 \*\*\*\*122.50

March 29, 1996

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

EFFECTIVE DATE  
3-29-96

Re: *Riverbend Kennels, Inc.*

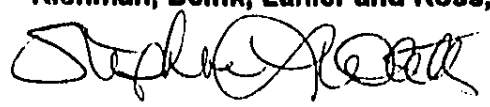
Dear Sir or Madame:

Enclosed for filing please find Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 for this request.

Please call if you have any questions.

Sincerely,

**Richman, Deifik, Lanier and Ross, P.A.**



Stephne L. Watts  
Assistant to Donald K. Ross, Jr.

slw

Enclosures: As noted.

RECEIVED  
MAR 30 1996  
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION

OF

RIVERBEND KENNELS, INC.

EXPIRES DATE  
3-29-96

FILED  
96 APR - 1 10 11:50  
TALLAHASSEE, FLORIDA

## ARTICLE I.

### CORPORATE NAME

The name of this corporation is RIVERBEND KENNELS, INC. The address of the corporation is 2640 Golden Gate Parkway, Suite 206, Naples, Florida 33940.

## ARTICLE II.

### DURATION

This corporation shall exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to Florida Statute Section 607.167, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

## ARTICLE III.

### PURPOSE

This corporation is organized to engage in the boarding and breeding of domestic animals and any and all purposes allowed a Florida corporation.

## ARTICLE IV.

### CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of one dollar (\$1.00) par value common stock. Such shares shall be treated as stock under Section 1244 of the Internal Revenue Code in the event of loss upon the sale or exchange of these shares. Any such loss shall be deemed an ordinary loss - to the extent allowed by Section 1244.

## ARTICLE V.

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2640 Golden Gate Parkway, Suite 206, Naples, Florida 33942, and the name of the initial registered agent of this corporation at that address is DONALD K. ROSS, JR.

## **ARTICLE VI.**

### ***INITIAL BOARD OF DIRECTORS***

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is: David Frye, 3411 Tamiami Trail North, Naples, Florida 33940.

## **ARTICLE VII.**

### ***INCORPORATORS***

The name and address of the person signing these articles is: DONALD K. ROSS, JR., Esquire, 2640 Golden Gate Parkway, Suite 206, Naples, Florida 33942.

## **ARTICLE VIII.**

### ***BYLAWS***

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

## **ARTICLE IX.**

### ***SHAREHOLDER QUORUM***

A majority of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of the shareholders.

## **ARTICLE X.**

### ***MAJORITY VOTE TO AMEND***

These Articles may be amended upon a majority vote of the shareholders.

## **ARTICLE XI.**

### ***MEETINGS***

Any meeting of shareholders may be held whether within or outside the State of Florida.

## **ARTICLE XII.**

### ***APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER***

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

## **ARTICLE XIII.**

### ***NO REMOVAL OF DIRECTORS***

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

## **ARTICLE XIV.**

### ***PREEMPTIVE RIGHTS***

Every shareholder, upon the issuance or sale of any new stock of this corporation of the same kind or class as that which he already owns, has the preemptive right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE XV.**

### ***INDEMNIFICATION***

The corporation shall indemnify any officer or director, or any former officer or director, against all liability, expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for gross negligence, willful misconduct, or criminal actions where the crime was not committed in a good faith or reasonable belief that the action was lawful and was not opposed to the best interests of the corporation.

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.


The foregoing rights of indemnification are in addition to all other rights to which the officer or director may be entitled under law.

**ARTICLE XVI.**

**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29<sup>th</sup> day of March, 1996.

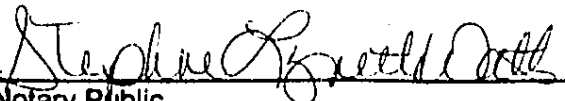
  
\_\_\_\_\_  
DONALD K. ROSS, JR., Subscriber

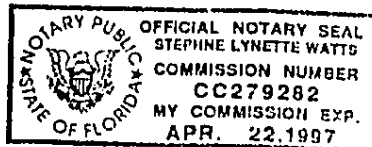
STATE OF FLORIDA

COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared DONALD K. ROSS, JR., known to me and known by me to be the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 29<sup>th</sup> day of March, 1996.

  
\_\_\_\_\_  
Notary Public  
Typed Name:  
My Commission Number is:  
My Commission Expires:



**CERTIFICATE OF DESIGNATION OF  
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 corporations is: RIVERBEND KENNELS, INC.

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

Donald K. Ross, Jr., Esquire

2640 Golden Gate Parkway, Suite 206

Naples, Florida, 33942-3203

RECEIVED  
MARCH 1 11:50  
STATE OF FLORIDA  
REGISTERED AGENT

**ACCEPTANCE**

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.

  
\_\_\_\_\_  
DONALD K. ROSS, JR.

3/29/96  
\_\_\_\_\_  
Date

P96000029896

**RICHMAN, DEIFIK, LANIER AND ROSS**  
A PROFESSIONAL ASSOCIATION

Kenneth W. Richman, Jr. <sup>1</sup>  
Celia Ellen Delfik <sup>1</sup>  
Suzanne D. Lanier  
Donald K. Ross, Jr. <sup>2</sup>

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Telefax (941) 434-7303

<sup>1</sup> Board Certified Real Estate  
<sup>2</sup> Master of Law in Taxation

June 13, 1997

Department of State  
Division of Corporations  
ATTN: AMENDMENT SECTION  
P. O. Box 6327  
Tallahassee, Florida 32314

000002213570--1  
-06/16/97--01164--001  
\*\*\*\*\*87.40 \*\*\*\*\*87.40

RE: Articles of Amendment of Riverbend Kennels, Inc.

To Whom It May Concern:

000002213570--1  
-06/16/97--01164--002  
\*\*\*\*\*0.10 \*\*\*\*\*0.10

Enclosed please find the Articles of Amendment for Riverbend Kennels, Inc., and our firm check in the amount of \$87.50 for filing and certified copy of same. I would kindly request that you return the certified copy to our office in the enclosed self addressed stamped envelope.

Should you have any questions or comments regarding the enclosed, please do not hesitate to contact our office. I remain,

Very truly yours,  
RICHMAN, DEIFIK, LANIER & ROSS, P.A.  
FOR THE FIRM

  
Lyn Dukes  
Assistant to Donald K. Ross, Jr., Esq.  
/ld

Enclosures: as noted  
cc: Client  
dkrjr/frye/state.flr/6-13-97:L

FILED  
97 JUN 16 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bm 6/20/97

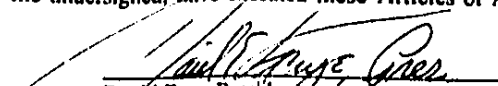
FILED  
JUN 16 AM 8:33  
CLERK OF DISTRICT COURT  
FLORIDA

# ARTICLES OF AMENDMENT OF RIVERBEND KENNELS, INC.

Pursuant to Florida Statute Section 607.1006, the Articles of Incorporation of the above-named corporation is hereby amended as follows:

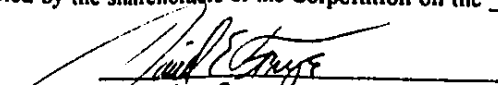
- A. The name of the corporation as set forth in the Certificate of Incorporation of the corporation issued under Charter Number P96000029896 on April 1, 1996 and effective March 29, 1996 and as shown in its Articles of Incorporation is hereby changed from Riverbend Kennels, Inc., and the new corporate name of the corporation shall be as follows: **Shepherds von Viergutz, Inc.**
- B. The text of the amendment is attached hereto as Exhibit A.
- C. The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.
- D. The amendment was adopted on March 18, 1997.
- E. The foregoing resolution was adopted by written consent of all of the shareholders pursuant to Section 607.0704 of the Florida Statutes. There is only one voting group entitled to vote on the amendment, consisting of the holders of all of the issued and outstanding common stock of the corporation. No voting group was entitled to vote separately on the amendment. The number of votes for the amendment was sufficient for approval of the amendment.

**IN WITNESS WHEREOF**, we, the undersigned, have executed these Articles of Amendment this 18th day of March, 1997.

  
David Frye, President

### Secretary Attest:

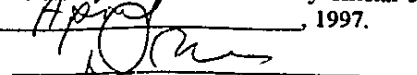
I, the undersigned Secretary of Riverbend Kennels, Inc., do hereby certify that the resolution of amendment set forth herein was duly adopted by the shareholders of the Corporation on the 17 day of April, 1997.

  
David Frye, Secretary

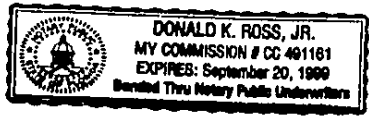
STATE OF FLORIDA  
COUNTY OF FLORIDA

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared David Frye, known to me and known by me to be the person who executed the foregoing Articles of Amendment as Secretary of the Corporation, and he acknowledged before me that he executed those Articles of Amendment.

**IN WITNESS WHEREOF** I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17 day of April, 1997.

  
Notary Public

(SEAL)  
My Commission Expires:





**ACTION BY SHAREHOLDERS IN LIEU OF MEETING**

We the undersigned being all of the Shareholders of Riverbend Kennel, Inc., do hereby adopt the following resolutions:

**BE IT RESOLVED** that the name the Corporation shall be changed and the new name of the Corporation shall be **Sheperds von Viergutz, Inc.**

**BE IT FURTHER RESOLVED** that ARTICLE I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

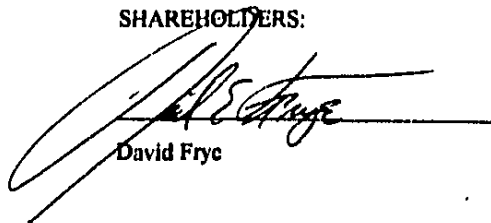
**ARTICLE I.**

**CORPORATE NAME**

The name of this corporation is **Sheperds von Viergutz, Inc.**

Dated: April 17, 1997

SHAREHOLDERS:

  
David Fryc

FILED  
97 JUN 16 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Law Offices  
**RICHMAN, DEIFIK, LANIER AND ROSS**  
A PROFESSIONAL ASSOCIATION

Kenneth W. Richman, Jr. <sup>1</sup>  
Celia Ellen Deifik <sup>1</sup>  
Suzanne D. Lanier  
Donald K. Ross, Jr. <sup>2</sup>

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(941) 434-7700  
Telefax (941) 434-7303

<sup>1</sup> Board Certified Legal Estate  
<sup>2</sup> Master of Law

P96000029896

September 8, 1997

Department of State  
Division of Corporations  
ATTN: AMENDMENT SECTION  
P. O. Box 6327  
Tallahassee, Florida 32314

500002291355--7  
-09/12/97--01016--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Articles of Amendment of SHEPERDS VON VIERGUTZ, INC.

To Whom It May Concern:

Enclosed please find the Articles of Amendment for SHEPHERDS VON VIERGUTZ, INC., and our firm check in the amount of \$87.50 for filing and certified copy of same. I would kindly request that you return the certified copy to our office in the enclosed self-addressed stamped envelope.

Please note that the Articles were amended and filed on June 16, 1997. There was a typographical error in the spelling of the name. The Articles are listed as Sheperds von Viergutz, Inc. and should be listed as SHEPHERDS VON VIERGUTZ, INC.

Should you have any questions or comments regarding the enclosed, please do not hesitate to contact our office. I remain,

Very truly yours,  
RICHMAN, DEIFIK, LANIER & ROSS, P.A.  
FOR THE FIRM

*Lyn Duker*  
Lyn Duker  
Assistant to Donald K. Ross, Jr., Esq.  
/ld

Enclosures: as noted  
cc: Client  
dkjr/frye/state.ltr/9-8-97:L

97 SEP 12 PM 1:57  
STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

*DM*  
P96000029896  
NC  
3PB  
\* cert copy  
9-12-97

# ARTICLES OF AMENDMENT

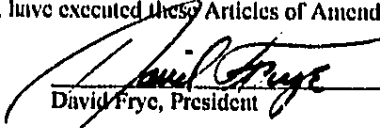
OF

## SHEPERDS VON VIERGUTZ, INC.

Pursuant to Florida Statute Section 607.1006, the Articles of Incorporation of the above-named corporation is hereby amended as follows:

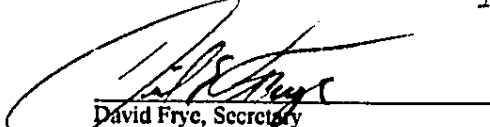
- A. The name of the corporation as set forth in the Certificate of Incorporation of the corporation issued under Document Number P96000029896 on June 16, 1997 and effective June 20, 1997, and as shown in its Articles of Amendment is hereby changed from SHEPERDS VON VIERGUTZ, INC., and the new corporate name of the corporation shall be as follows:  
**SHEPHERDS VON VIERGUTZ, INC.**
- B. The text of the amendment is attached hereto as Exhibit A.
- C. The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.
- D. The amendment was adopted on September 9, 1997.
- E. The foregoing resolution was adopted by written consent of all of the shareholders pursuant to Section 607.0704 of the Florida Statutes. There is only one voting group entitled to vote on the amendment, consisting of the holders of all of the issued and outstanding common stock of the corporation. No voting group was entitled to vote separately on the amendment. The number of votes for the amendment was sufficient for approval of the amendment.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Amendment this \_\_\_\_\_ day of September, 1997.

  
David Frye, President

### Secretary Attest:

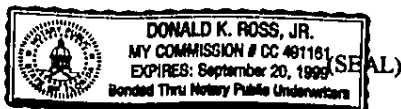
I, the undersigned Secretary of SHEPERDS VON VIERGUTZ, INC, do hereby certify that the resolution of amendment set forth herein was duly adopted by the shareholders of the Corporation on \_\_\_\_\_ 1997.


  
David Frye, Secretary

STATE OF FLORIDA  
COUNTY OF FLORIDA

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared DAVID FRYE, known to me and known by me to be the person who executed the foregoing Articles of Amendment as Secretary of the Corporation, and he acknowledged before me that he executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9 day of September, 1997.



  
Notary Public  
My Commission Expires:

97 SEP 12 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
APPROVED  
AND  
FILED

**ACTION BY SHAREHOLDERS IN LIEU OF MEETING**

We the undersigned being all of the Shareholders of SHEPHERDS VON VIERGUTZ, INC., do hereby adopt the following resolutions:

BE IT RESOLVED that the name the Corporation shall be changed and the new name of the Corporation shall be SHEPHERDS VON VIERGUTZ, INC.

BE IT FURTHER RESOLVED that ARTICLE I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

**ARTICLE I.**

**CORPORATE NAME**

The name of this corporation is SHEPHERDS VON VIERGUTZ, INC.

Dated: \_\_\_\_\_

9/9/99

SHAREHOLDER:

  
\_\_\_\_\_  
David Fryc