

ARTICLES OF INCORPORATION

CITIZENS FOR HUMANE ANIMAL TREATMENT OF WAKULLA, INC.

ARTICLE I.

The name of this corporation shall be Citizens for Humane Animal Treatment of Wakulla, Inc., herein known as CHAT of Wakulla or the Corporation. Its principle place of business shall be Wakulla County, Florida.

ARTICLE II.

The purpose of this corporation shall be the expansion of humane education regarding prevention of cruelty to animals and the relief of their suffering, together with other allied purposes and programs as are consistent with such purpose. The corporation may undertake any action necessary to further this general purpose including, without limiting the generality of the foregoing, endow professorships, make research grants, establish scholarships, develop educational programs and materials, and otherwise promote humane education regarding prevention of cruelty to animals and the relief of their suffering. The corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

ARTICLE III.

This Corporation shall have a perpetual existence, commencing with the filing of these Articles with the Department of State and the State of Florida. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the

Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusively public purposes.

ARTICLE IV.

Dedication of Assets

All of the funds and other property of this corporation and any monies or other benefits from its operations shall be used solely for the educational and charitable projects in furtherance of the purposes of the corporation. No dividends shall be paid and no part of the income or other funds of the corporation of any kind shall be used for the individual benefit or shareholders, directors, officers, employees or any other persons except as reasonable compensation for services rendered to the corporation in carrying out one or more of its purposes or as reimbursement for expenses incurred in connection therewith.

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 (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the articles, the corporation shall not carry on any other activity or 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 1986 (or the corresponding provision of any future United States Internal Revenue Code), or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE V.

Membership in the corporation shall be determined in accordance with the corporation's bylaws.

The bylaws of the corporation are to be made, altered, or rescinded by the Board of Directors

ARTICLE VI.

Location of Principle Office and Initial Registered Office and Name of Initial Registered

The street address of the principal office and the initial registered office of the corporation is 135 Shadow Oak Circle, Crawfordville, FL 32327.

The name of the initial registered agent at such address is Chris Krier, 135 Shadow Oak Circle, Crawfordville, FL 32327.

ARTICLE VII.

Initial Directors

There shall be five directors constituting the initial board of directors.

The name and address of each person who is to serve as an initial director, manager, or trustee is as follows:

Chris Krier, 135 Shadow Oak Circle, Crawfordville, FL 32327

Kristie Revell, 829 Sopchoppy Highway, Sopchoppy, FL 32358

Heide Clifton, 382 Crawfordville Highway, Crawfordville, FL 32327

Diane Flowers, 42 Ring Around Lane, Crawfordville, FL 32327

Suzanne Johnson, 190 Cooperwood Road, Crawfordville, FL 32327

ARTICLE VIII.

The name and address of the incorporator of this corporation is: Chris Krier, 135 Shadow Oak Circle, Crawfordville, FL 32327.

ARTICLE IX.

Indemnification of Directors and Officers

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonable believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such additional representation shall be within

the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0285, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

ARTICLE X.

Management of Corporate Affairs

a) Board of Directors: The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The authorized number of directors of the corporation shall consist of the five initial directors and such additional persons shall be established from time to time by resolution of the board of directors. Each director shall serve until his successor is named by the board of directors.

(b) Corporate Officers: The board of directors shall elect such officers as the bylaws of this corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the board of directors.

(c) Amendment by Vote of Member: These articles of incorporation may be amended by affirmative vote of a majority of the Board of Directors.

The undersigned, being the incorporator of this corporation, for the purpose of this nonprofit corporation under the Laws of the State of Florida has executed these articles of incorporation on _____, 2001.

Chris Krier, Incorporator

STATE OF
COUNTY OF WAKULLA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, _____, to me personally known or know to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed, who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this ____ day of _____, 2001.

NOTARY PUBLIC

My commission expires:

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 607.0501, the following is submitted:

Citizens for Humane Animal Treatment of Wakulla, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 135 Shadow Oak Circle as its initial Registered Office and has named Chris Krier located at said address, as its initial Registered Agent.

By: _____
Chris Krier, Incorporator

Having been named Registered Agent for the above state corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statute Section 48.091 relative to keeping the office open.

Chris Krier, Registered Agent