

N110000001854

(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

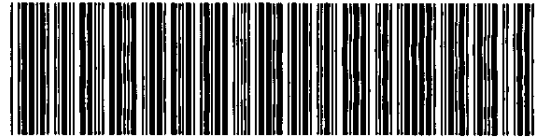
(Business Entity Name)

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STATE OF TEXAS
14 MAY - 5 PM 5:34

Amend
@ 5.5.14

McGuireWoods LLP
Bank of America Tower
50 North Laura Street
Suite 3300
Jacksonville, FL 32202-3661
Phone: 904.798.3200
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Rory J. Diamond
Direct: 904.798.6463

McGUIREWOODS

rdiamond@mcguirewoods.com
Direct Fax: 904.360.6303

April 29, 2014

Via U.S. Mail

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

**RE: K9S FOR WARRIORS, INC.
AMENDED AND RESTATED ARTICLES OF INCORPORATION
Document No.: N11000001854
FE/EIN No.: 275219467
Effective Date: 2/20/2011**

To Whom It May Concern:

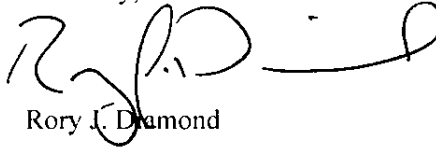
Thank you for your letter dated April 9, 2014. In response, I enclose an original and one (1) copy of the Amended and Restated Articles of Incorporation, along with the "Adoption of Amendment Form," which has been completed and signed by Shari Duval, President of K9s for Warriors, Inc.

Please note that we discovered a clerical error in Article III of the Amended and Restated Articles of Incorporation, so we have corrected that on the document enclosed. The words "therapy and" should have been removed previously.

Check number 540427 in the sum of \$35.00 for the filing fee was forwarded to you with our letter dated 4-1-14 (copy attached).

If you have any questions or need further information or documentation, please contact me.
Thank you.

Sincerely,



Rory J. Diamond

RJD:cml
Enclosures
56628209_1



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 9, 2014

MCGUIRE WOODS
% RORY J. DIAMOND
50 NORTH LAURA ST., STE. 3300
JACKSONVILLE, FL 32202-3661

SUBJECT: K9S FOR WARRIORS INC.
Ref. Number: N11000001854

We have received your document for K9S FOR WARRIORS INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 614A00007679

**K9S FOR WARRIORS, INC.
AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

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STATE OF FLORIDA
14 MAY -5 AM 9:34

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the corporation is K9s for Warriors, Inc. (the "Corporation"), a Florida not-for-profit corporation. The street and mailing address of the principal office of the Corporation is 260 South Roscoe Boulevard, Ponte Vedra Beach, Florida 32082.

**ARTICLE II
AUTHORITY**

The Corporation is organized pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III
PURPOSE**

The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including the purpose of making distributions to organizations described in section 501(c)(3) of the Internal Revenue Code. Without limiting or expanding the foregoing, the purpose of the Corporation is to obtain, train, and give service dogs to our wounded veterans injured in war; provided, however, that such purposes shall not limit the ability of the Corporation to carry out any other charitable, scientific, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IV
RIGHTS AND RESTRICTIONS**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporator, directors, 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 II 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.

**ARTICLE V
DISSOLUTION**

Upon the dissolution of the Corporation, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of the Corporation's remaining assets shall be distributed to one or more organizations, selected by the Board of Directors of the Corporation in its sole discretion, that are organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code.

**ARTICLE VI
MEMBERS**

The Corporation shall have no members.

ARTICLE VII DIRECTORS

The number of and qualifications for directors of the Corporation shall be fixed in the Bylaws. The number of directors shall be divided into three (3) groups with each group containing one-third of the total, as nearly equal in number as possible. The terms of the directors in the first group shall expire at the first annual meeting of the Board of Directors after their appointment, the terms of the directors in the second group shall expire at the second annual meeting of the Board of Directors after their appointment, and the terms of the directors in the third group shall expire at the third annual meeting of the Board of Directors after their appointment. Thereafter, at each annual meeting of the Board of Directors, one group of directors shall be elected by the Board of Directors for a term of three years to succeed those whose terms expire. Directors may serve unlimited successive terms. No individual shall be named or elected as a director without his or her prior consent.

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify any officer, director, or employee, or any former officer, director, or employee, to the full extent permitted by law.

ARTICLE IX REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is Sharon L. Duval, 260 South Roscoe Boulevard, Ponte Vedra Beach, Florida 32082.

ARTICLE IX
INTERNAL REVENUE CODE

Each reference in these Articles of Incorporation to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

These Amended and Restated Articles of Incorporation were unanimously adopted on April 18, 2014 by the Board of Directors.

Articles of Amendment
to
Articles of Incorporation
of

K9s for Warriors, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

N/A

*(Principal office address **MUST BE A STREET ADDRESS**)*

C. Enter new mailing address, if applicable:

N/A

*(Mailing address **MAY BE A POST OFFICE BOX**)*

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

(Florida street address)

New Registered Office Address:

_____, Florida
(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	<u>N/A</u>	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

The date of each amendment(s) adoption: April 18, 2014, if other than the date this document was signed.

Effective date if applicable: April 18, 2014
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated April 21, 2014

Signature Shari P. Duval
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

SHARI DUVAL
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)