

# AMENDMENT



20091203000445760 1/6 \$15.00  
Shelby Cnty Judge of Probate, AL  
12/03/2009 03:02:06 PM FILED/CERT

## **TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:**

**TEARS (The Emergency Animal Rescue Service)**, an Alabama nonprofit corporation (the "Corporation"), submits the following information required by the Alabama Nonprofit Corporation Act as set forth in Section 10-3A-82 of the Code of Alabama 1975:

1. The name of the Corporation is **TEARS (The Emergency Animal Rescue Service)**
2. The Articles of Incorporation of the Corporation were filed with the Judge of Probate of Shelby County, Alabama, on May 3, 1999, in Inst. # 1999-18447.
3. The Articles of Incorporation of the Corporation are hereby amended by deleting Article IV in its entirety and substituting the following in lieu thereof:

### **ARTICLE IV: Membership**

The Corporation shall have no members.

4. The Corporation has no members.
5. On December 3, 2009, the Directors of the Corporation (the "Directors") acted by written consent to approve the change of the Corporation's articles to provide that it shall have a non-member structure.
6. Such amendment received the vote of a majority of the Directors in office.

**[SIGNATURES ON FOLLOWING PAGE]**



20091203000445760 2/6 \$15.00  
Shelby Cnty Judge of Probate, AL  
12/03/2009 03:02:06 PM FILED/CERT

[Signature Page to Articles of Amendment]

**IN WITNESS WHEREOF**, the undersigned Corporation caused these Articles of Amendment to be executed and verified in its name and on its behalf by its duly authorized President and Secretary as of this 3<sup>rd</sup> day of december, 2009.

**TEARS (The Emergency Animal Rescue Service)**, an Alabama nonprofit corporation

By: Beverly Lepore  
Beverly Lepore  
Its: President of the Board of Directors

By: Lee Anne Bennett  
Lee Anne Bennett  
Its: Vice President & Secretary

**ACTION BY UNANIMOUS WRITTEN CONSENT  
IN LIEU OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF  
TEARS (The Emergency Animal Rescue Service)**

The undersigned, constituting a majority of the Board of Directors of **TEARS (The Emergency Animal Rescue Service)**, an Alabama nonprofit corporation (the "Corporation"), hereby waive all notice and authorize, adopt, ratify, approve and consent to the following in accordance with the Alabama Nonprofit Corporation Act as set forth in Section 10-3A-40 and Section 10-3A-81 of the Code of Alabama 1975:

**WHEREAS**, the Corporation desires to delete Article IV of the Articles of Incorporation and change the corporate structure to a non-member structure.

**NOW THEREFORE, BE IT RESOLVED**, that the Articles of Incorporation of the Corporation should be amended to change the corporate structure to a non-member structure; and

**FURTHER RESOLVED**, that the Board of Directors hereby adopts the Amendment to the Articles of Incorporation of the Corporation, a copy of which is attached as Exhibit A; and


**FURTHER RESOLVED**, that Beverly Lepore, as President of the Board of Directors of the Corporation and Lee Anne Bennett, as Vice President and Secretary of the Corporation, are hereby authorized, empowered and directed to execute any and all documents necessary and desirable to effectuate the amendment, including without limitation, the Articles of Amendment to the Articles of Incorporation of the Corporation made Exhibit A hereto; and

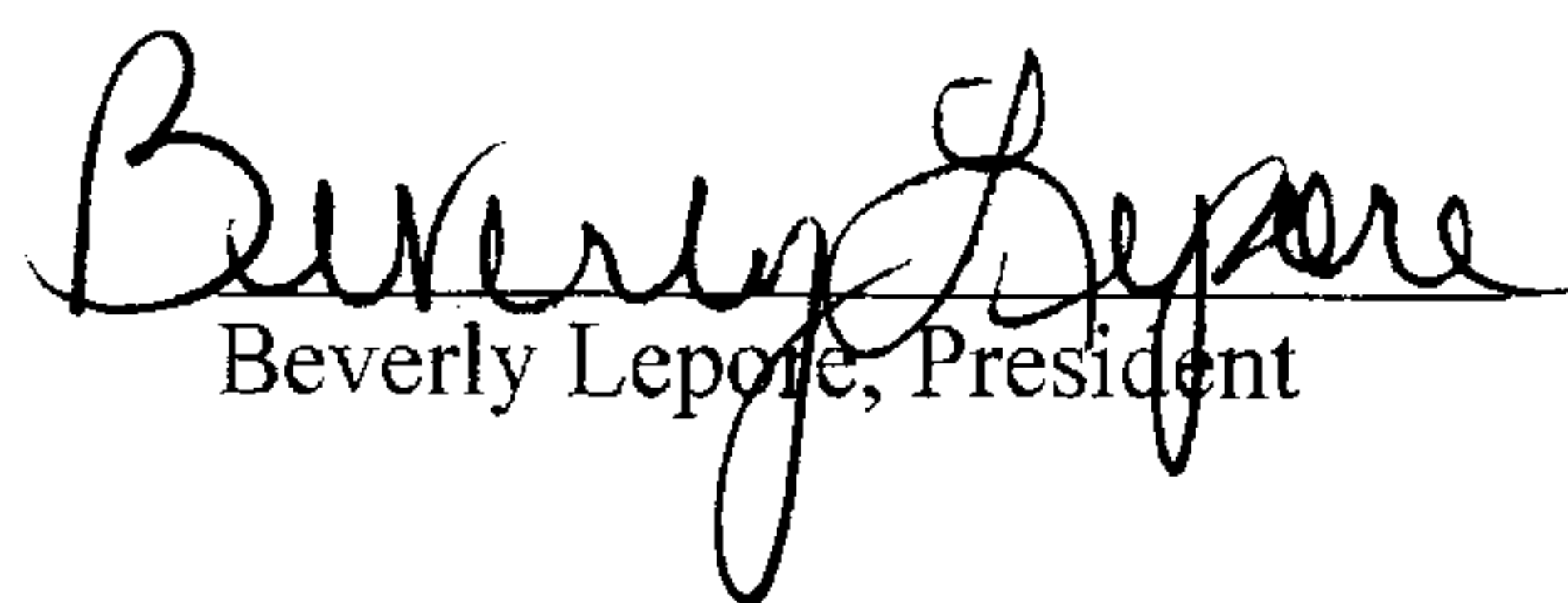
**FURTHER RESOLVED**, that this Action by a majority of the Board of Directors shall be filed with the regular minutes of the meetings of the Board of Directors of the Corporation and the above resolutions are to be duly effective as if enacted at a special meeting of the Board of Directors duly called and held.

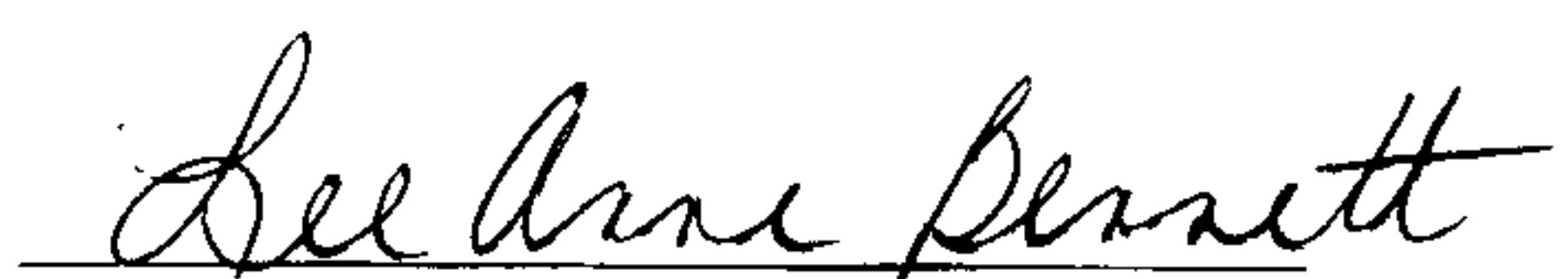
**[SIGNATURES ON FOLLOWING PAGES]**

[Signature Page to Action by Unanimous Consent]

Dated as of December 3, 2009.


  
20091203000445760 4/6 \$15.00  
Shelby Cnty Judge of Probate, AL  
12/03/2009 03:02:06 PM FILED/CERT

  
Beverly Lepore, President

  
Lee Anne Bennett, Vice President &  
Secretary

**EXHIBIT A**

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
TEARS (The Emergency Animal Rescue Service)**

  
20091203000445760 5/6 \$15.00  
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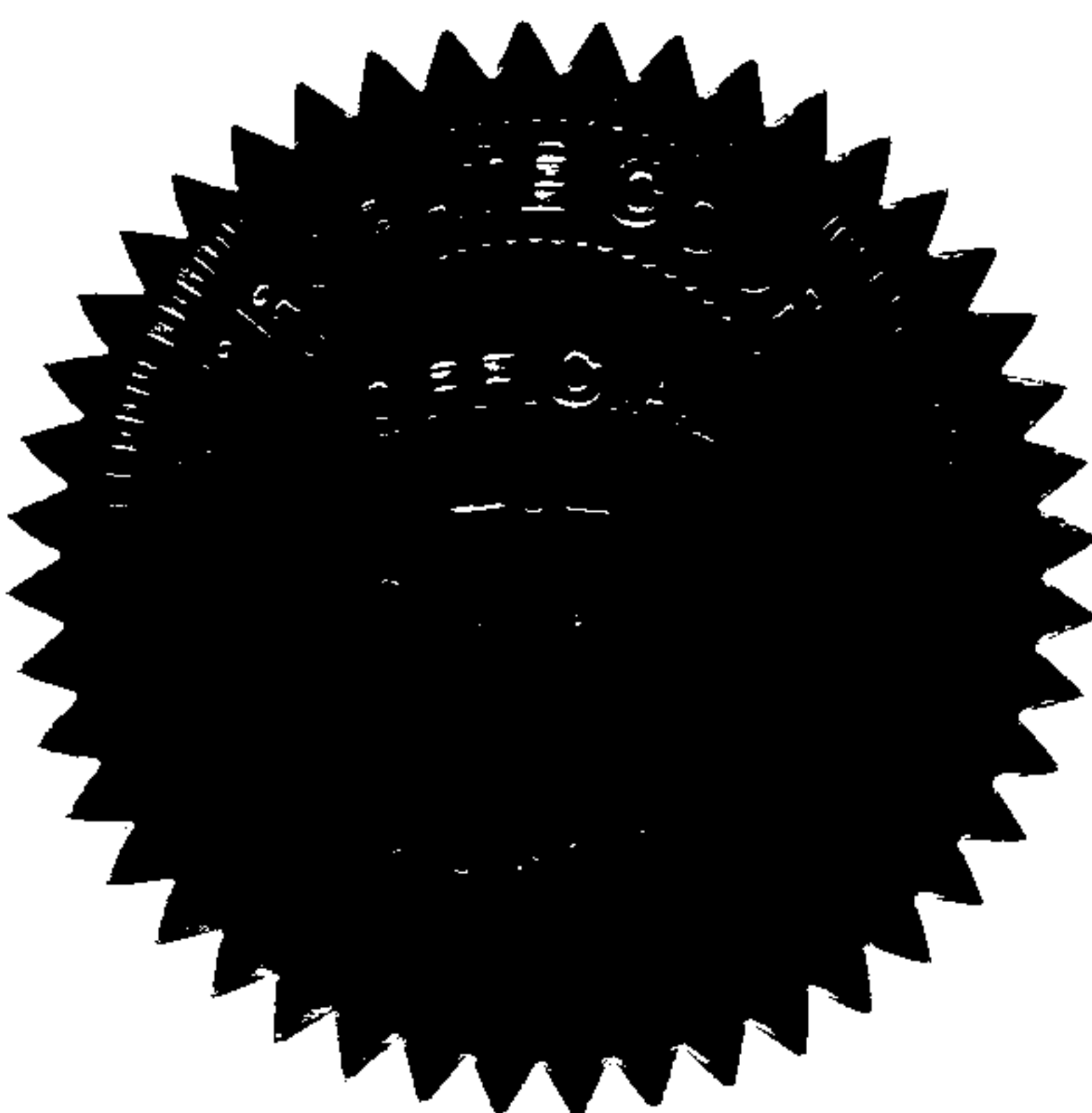
# State of Alabama Shelby County

## Certificate of Incorporation Amendment Of TEARS ( THE EMERGENCY ANIMAL RESCUE).


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The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate TEARS (THE EMERGENCY ANIMAL RESCUE), duly signed and verified pursuant to the provisions of Section Non Profit of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of TEARS (THE EMERGENCY ANIMAL RESCUE) and attaches hereto a duplicate original of the Articles of Incorporation.



Given under my hand and Official Seal on  
this the 3rd day of December, 2009.

  
James W. Fuhrmeister  
Judge of Probate