DOC ID ----> 200723501348

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/23/2007	200723501348	DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	50.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

MONA MCKINNISS
PO BOX 163904
COLUMBUS, OH 43216

STATE OF OHIO

CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1361592

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

COLONY CATS

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
DOMESTIC/AMENDED RESTATED ARTICLES	**200723501348**

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 22nd day of August, A.D. 2007.

Ohio Secretary of State

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Prescribed by:

The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
○ Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of $100 ***
⊗ No	PO Box 1329 Columbus, OH 43216

Certificate of Amendment by Shareholders or Members

(Domestic)

Filing Fee $50.00

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit		**PLEASE READ INSTRUCTIONS**	(2) Domestic Nonprofit	
☐ Amended (122-AMAP)	☐ Amendment (125-AMDS)		☒ Amended (126-AMAN)	☐ Amendment (128-AMD)

Complete the general Information in this section for the box checked above.

Name of Corporation: CAT ASSISTANCE TEAM OF CENTRAL OHIO, INC

Charter Number: 1361592

Name of Officer: ~~MONA~~ MCKINNESS

Title: PRESIDENT

☐ Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

☐ A meeting of the ☐ shareholders ☐ directors (***nonprofit amended articles only***)

☐ members was duly called and held on _____ (Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise _____ % as the voting power of the corporation.

☒ In a writing signed by all of the ☐ shareholders ☒ directors ***(non-profit amended articles only)***
☐ members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

2007 AUG 22 11:42
SECRETARY OF STATE
COLUMBUS, OHIO

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

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All of the following information must be completed if an amended box is checked.
If an amendment box is checked, complete the areas that apply.

FIRST: The name of the corporation is: Colony Cats

SECOND: The place in the State of Ohio where its principal office is located is in the City of:

Grove City (city, village or township) Franklin (county)

THIRD: The purposes of the corporation are as follows:

To reduce cat overpopulation through public awareness and non-lethal, humane management. The Corporation is organized exclusively for charitable and educational purposes, including the making of distributions to organizations which qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law, for the time being exclusively for a public purpose.

FOURTH: The number of shares which the corporation is authorized to have outstanding is: _____
(Does not apply to box (2))

REQUIRED
Must be authenticated **(signed)** by an authorized representative
(See Instructions)

MMcKinniss — Authorized Representative — 8-20-07 — Date

MONA M. MCKINNISS (Print Name)

Authorized Representative — Date

(Print Name)

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AMENDED ARTICLES OF INCORPORATION
OF
COLONY CATS

I. **Corporate Name:** The name of the corporation shall be the Colony Cats.

II. **Principal Office:** The place where the principal office of the Corporation is to be located shall be Grove City, Franklin County, Ohio.

III. **Purposes:**

The purpose of the organization is to reduce cat overpopulation through public awareness and non-lethal, humane management. The Corporation is organized exclusively for charitable and educational purposes, including the making of distributions to organizations which qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law, for the time being exclusively for a public purpose.

IV. **Use of Assets:**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. 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. Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law.

V. **Powers:** The Corporation is empowered:

A. To execute contracts and to buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in these Articles.

B. To receive grants and donations, dues and fees for services, and to borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

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C. To engage in any lawful act or activity for which corporations may be formed under Chapter 1702 of the Ohio Revised Code, and to do all things reasonably necessary to accomplish the purposes of the Corporation as are not in conflict with the Ohio Non Profit Corporation Law.

VI. Dissolution:

Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes, all of the foregoing within the meaning of Article III hereof and within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to an agency of federal or state government exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his or her name this 20 day of AUGUST, 2007

By: _____
Mona M. McKinniss, Chairperson

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BYLAWS OF

COLONY CATS.

ARTICLE 1
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in Franklin County, State of Ohio.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: _____, 20__

_____ Dated: _____, 20__

_____ Dated: _____, 20__

ARTICLE 2
NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(C)(3) PURPOSES

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.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be:

1. To reduce the number of stray/feral/unwanted cats in the organization's service area using humane management strategies and education.

2. To provide funding for spay/neuter and other veterinary services for stray, feral and unwanted cats in the organization's service area; to work with other organizations to identify needed services and establish criteria for distribution of funds for services; to develop and support spay/neuter events, and; to establish an accessible, low-cost spay/neuter facility for stray and feral cats.

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3. To implement trap/neuter return programs for feral cats and provide support services for feral cat caretakers in the organization's service area, including workshops, trap depots, establishing a network of caretakers and distribution of informational materials.

4. To increase the number of cat/kitten adoptions by creating a network of foster and placement options for adoptable cats; to provide supplemental funding for foster caretakers, and; to establish an effective safe adoption system.

5. To educate the public about cat overpopulation and related humane solutions by: developing presentations and materials for civic and school groups, designing public awareness campaigns, participating in national and regional pubic awareness activities, establishing collaborative relationships with other animal advocacy organizations, and, creating effective volunteer and service learning opportunities for community members.

6. To receive by gift, grant, devise, bequest or otherwise, and from any public or private sources, personal or real property, and to hold, administer, sell, invest, reinvest, manage, use, disburse and distribute, and apply the income and/or principle of the same in accordance with the directions and intent of the donor or donors of the property, or, in the absence of such directions, as the corporation may deem best from time to time, for the promotion of any or all of the foregoing purposes.

ARTICLE 3
GOVERNANCE

SECTION 1

The affairs of the Corporation shall be managed by the Board of Directors and such officers and agents as they shall from time to time duly elect or appoint. There will be no predetermined term limits.

SECTION 2

The Board of Directors shall be comprised of not less than five (5) and no more than ten (10) persons who shall be elected for unlimited terms. The Board of Directors shall represent a broad range of expertise and interests considered valuable to the Board and operations of the Corporation.

SECTION 3

All Directors shall be volunteers and no Director shall be an employee of the Corporation or of any organization that receives financial support from the Corporation. The Directors shall receive no compensation, but may be reimbursed for out-of-pocket expenses incurred on behalf of the Corporation for services rendered as professionals, if the nature and scope of the services is authorized by the Board.

SECTION 4

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The Directors in office may fill any vacancy on the Board by appointment for the remainder of the unexpired term.

SECTION 5

A Director may resign by tendering a letter of resignation to the remaining directors.

SECTION 6

A Director may be removed for fraud, dishonesty, conflict of interest or other good cause upon the vote of a majority of the Directors present at a regular or special meeting of the Directors held not less than ten (10) days after the notice of the intended action is sent to the Director to be removed, which notice shall include a statement of the reason for removal. The Director may appear and be heard at the meeting before a vote is taken.

SECTION 7

Each Director shall have one vote. A majority of those present and voting at any regular or special meeting held pursuant to notice as provided herein at which a quorum is present shall decide all matters other than amendments to these Bylaws.

ARTICLE 4
DUITES OF THE BOARD OF DIRECTORS

SECTION 1

The Board of Directors may adopt such policies for the governance of the Corporation as are consistent with the Bylaws and designed to carry out the purposes of this Corporation.

SECTION 2

The business of the Board of Directors shall include, but not be limited to: a) amending the Bylaws of the Corporation; b) determining the goals and strategies of the Corporation; c) selecting projects and approving the budgets for said projects; d) approving the administrative budget of the Corporation; e) approving the Annual Report and annual Financial Statement of the Corporation.

SECTION 3

The Board of Directors shall be the custodian of funds and property of the Corporation.

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SECTION 4

At the direction of the President, the Board of Directors may establish committees as needed to conduct the business of the Corporation. Such committees may include members of the Board and the general public.

ARTICLE 5
OFFICERS

SECTION 1

The officers of the Board shall be: President, Secretary and Treasurer, all of whom shall be Directors of the Corporation. Officers shall be elected by the Board at the first meeting and shall hold office for a term of two years. Thereafter, officers shall be elected at the first meeting of the fiscal year and will serve for two years or until successors are elected and qualified. Vacancies in any office occurring before the end of the officer's term shall be filled by action of the Board for the remainder of the term or until a successor is elected and qualified.

SECTION 2

No officer may serve in the same office for more than three consecutive terms.

SECTION 3

The President shall oversee the general operations of the Corporation, may sign all legal documents authorized by the Board, may perform any and all duties as assigned by the Board, and, with concurrence from the Board, may appoint whatever committees she/he feel necessary to carry out the functions and purposes of the Board.

SECTION 4

The Secretary shall be responsible for the minutes and records of the Board and shall perform other duties as assigned by the Board. The minutes for each meeting will be taken by a different board member, rotating the assignment at each meeting.

SECTION 5

The Treasurer shall be responsible to assure that an accurate account of monies received and disbursed is kept and that financial statements are prepared and issued, and may perform other duties as assigned by the Board.

ARTICLE 6
MEETINGS

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SECTION 1

There shall be at least four meetings of the Board per year, held once each quarter, and such additional meetings as the Board, in its discretion, may wish to hold. Notice of each regular meeting of the Board shall be sent via regular mail or electronic mail at least one week in advance of the meeting and shall include a tentative agenda. Notice of special meetings may be made by mail and telephone to Board members at least forty-eight (48) hours in advance of such meetings, informing members of the purpose of the meeting.

SECTION 2

A quorum shall consist of three (3) members of the Board.

SECTION 3

Where not inconsistent with these Bylaws, ***Roberts Rules of Order*** shall be the guide for parliamentary procedure.

SECTION 4

Meetings shall be conducted by the President or other Board member so designated by the Board.

ARTICLE 7
FISCALYEAR

SECTION 1

The fiscal year of the Corporation shall be January 1 through December 31.

ARTICLE 8
AMENDMENTS

SECTION 1

These Bylaws may be amended by a two-thirds vote of the Board members present and voting at any duly called Board meeting. There must be two weeks notice of such meeting indicating that a proposed amendment will be included on the agenda, and a synopsis of the proposed amendment must be included in the notice.

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ARTICLE 9
NON-DISCRIMINATION

SECTION 1

It shall be the policy of the Corporation not to discriminate on the basis of race, color, religion, national origin, sex, familial status or disability in any matter regarding the selection or treatment of Board members, volunteers, and persons served by this Corporation, and in the adoption of programs or projects to be undertaken by the Corporation.

501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 1

No substantial part of the activities of this corporation shall be the carrying on of 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.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any 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, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, 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 of this corporation.

SECTION 3

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 510(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. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

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ARTICLE 10
CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

CERTIFICATION OF BYLAWS

Mona McKinniss, the undersigned President of the corporation, hereby certifies that the foregoing, consisting of seven (7) pages, represents a true and accurate copy as the Bylaws of this corporation.

Dated: 8-20-07

MM McKinniss