

AMENDED & RESTATED ARTICLES OF INCORPORATION  
OF  
HELPING HANDS RESCUE, INC.

FILED/EFFECTIVE  
00 APR 14 AM 8:32  
STATE OF IDAHO

The undersigned, as the Board of Directors of a non-profit corporation, under the provisions of Title 30, Chapter 0, Idaho Code, hereby adopt the following Restated Articles of Incorporation for such corporation:

ARTICLE I

Name and Address. The name of the corporation is HELPING HANDS RESCUE, INC. The mailing address of the corporation shall be 3607 - 18th Street C, Lewiston, Idaho 83501.

ARTICLE II

Period of Duration. The period of duration of this corporation is perpetual.

ARTICLE III

Purpose. The purposes for which this corporation is organized are as follows:

1. This organization is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
2. To operate and dedicate the corporation assets for the exclusive purpose of promoting kindness to and preventing cruelty to small animals, including the prevention of birth of unwanted animals by providing funds for spaying/neutering and finding appropriate homes for small animals.
3. To operate as an exempt organization as provided by Section 501(c)(3) of the Internal Revenue Code or regulations supplementary thereto.
4. To do everything necessary, advisable, proper or convenient to carry out the foregoing purposes and to do all things incidental to them or connected with them so long as such acts are not forbidden by State or Federal law and so long as such acts do not constitute a non-exempt purpose as provided by Section 501(c)(3) of the Internal Revenue Code or regulations supplementary thereto unless said non-exempt purpose or purposes together form only an insubstantial part of the corporation's activities.
5. The Board of Directors, subject to any specific limitations or restrictions imposed by the Act or by these Restated Articles of Incorporation or by Section 501(c)(3) of the Internal Revenue Code or regulations supplementary thereto, shall direct the carrying out of the purposes of the corporation.

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RESTATED ARTICLES OF INCORPORATION -1-

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Law Offices of  
Keeton and Tait  
Lewiston, Idaho

6. There shall be no private inurement; the Board of Directors and other individuals related to this corporation shall not receive financial gain from the organization over and above fair value for services rendered.

#### ARTICLE IV

Powers. The corporation shall be entitled to do anything authorized by applicable Idaho corporate statutory provisions subject to any written limitation or restrictions imposed by these Restated Articles of Incorporation or by Section 501(c)(3) of the Internal Revenue Code or regulations supplementary thereto.

The corporation is specifically prohibited in engaging in the following acts:

1. Engaging in activities that in themselves are not in furtherance of one or more exempt purposes.
2. Allowing more than an insubstantial part of its activities to influence legislation by propaganda or otherwise.
3. Engaging in direct or indirect participation or intervention in any political campaign on behalf of or in opposition to any candidate for public office.

#### ARTICLE V

Membership. The corporation shall have no voting members and shall have no capital stock.

#### ARTICLE VI

Bylaws. The initial Bylaws of this corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the Idaho corporate statutory provisions, these Restated Articles of Incorporation, Section 501(c)(3) of the Internal Revenue Code or regulations supplementary thereto.

#### ARTICLE VII

Officers. The officers of the corporation shall consist of a President, Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws. Such other officers and assistant officers and agents as may be deemed

necessary may be elected or appointed by the Board of Directors or chosen in such other manner as may be prescribed by the Bylaws. The offices of President and Secretary shall not be held by the same person. The officers shall have such powers specifically enumerated in or implied by the Bylaws.

#### ARTICLE VIII

Data Respecting Directors. The number of directors constituting the Board of Directors is four (4) members. The names and addresses of the persons who are to serve as members of the Board until their successors are elected and shall qualify are:

NAME	ADDRESS
Eleanor K. Kunze	3607 - 18th Street C Lewiston, ID 83501
Sandra K. Blair	1018 - 17th Avenue Lewiston, ID 83501
M. Catherine Williams	HCR 1, Box 18 Winchester, ID 83555
Cathleen M. Larsen	3516 - 10th Street Lewiston, ID 83501

The number of directors may be increased or decreased from time to time by amendment of the Bylaws but no decrease shall have the effect of decreasing the number of directors below three or shortening the term of any existing director. In the absence of a provision in the Bylaws fixing the number of directors, the number of directors shall be three (3). The directors need not be a resident of Idaho.

#### ARTICLE IX

Address and Name of Initial Registered Agent. The street address of the registered office of the corporation is 3607 - 18th Street C, Lewiston, Idaho, and the registered agent at such address is Eleanor K. Kunze.

#### ARTICLE X

Incorporators. The names and addresses of the incorporators of said corporation are:

Eleanor K. Kunze	3607 - 18th Street C Lewiston, ID 83501
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Sandra K. Blair

1018 - 17th Avenue  
Lewiston, ID 83501

Cathleen M. Larsen

3516 - 10th Street  
Lewiston, ID 83501

#### ARTICLE XI

Winding Up and Dissolution. Upon the winding up and dissolution of the corporation and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable, education, religious and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

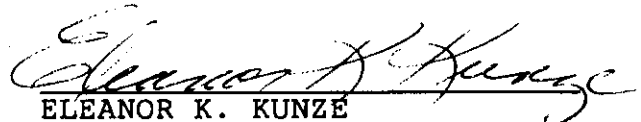
#### ARTICLE XII

Adoption. The corporation, having no members, adopted these Restated Articles of Incorporation by way of a unanimous vote of the initial Board of Directors on March 31, 2000. That this restatement does not contain an amendment to the Articles requiring approval by any other person other than the Board of Directors.

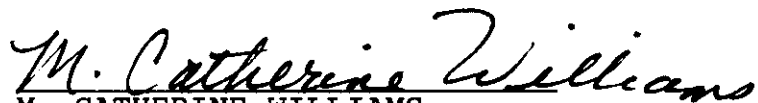
#### ARTICLE XIII

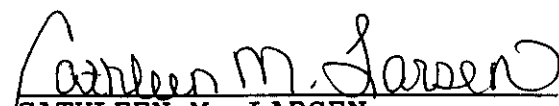
These Restated Articles of Incorporation supersede the original Articles of Incorporation.

IN WITNESS WHEREOF, we, the Board of Directors of Helping Hands Rescue, Inc., have hereunto set out hands and our seals to these Restated Articles of Incorporation this 31st day of March, 2000.

  
ELEANOR K. KUNZE

  
SANDRA K. BLAIR

  
M. CATHERINE WILLIAMS

  
CATHLEEN M. LARSEN