



For Office Use Only

-FILED-

File #: 0004751795

Date Filed: 5/16/2022 2:41:00 PM

All Critters Great & Small, Inc.

An Idaho Non-profit Corporation

**AMENDED AND RESTATED ARTICLES OF
INCORPORATION**

**ARTICLE I
NAME**

1.01 Name

The name of this corporation shall be All Critters Great & Small, Inc. The business of the corporation may be conducted as All Critters Great & Small, Inc.

**ARTICLE II
DURATION**

2.01 Duration

The period of duration of the corporation is perpetual.

**ARTICLE III
PURPOSE**

3.01 Purpose

All Critters Great & Small, Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. All Critters Great & Small, Inc. addresses animal cruelty by rescuing and providing a safe haven for neglected, abandoned or abused companion animals that need a second chance at life as well as educating to stop animal abuse, promote compassion and show that every life has value.

3.02 Non-Profit

All Critters Great & Small, Inc. is designated as a non-profit corporation.

ARTICLE IV
NON-PROFIT NATURE

4.0 Private Foundation Provisions

- a) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e) The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4.01 Non-profit Nature

All Critters Great & Small, Inc. is organized exclusively for charitable and educational purposes 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, or corresponding section of any future federal tax code. No part of the net earnings of All Critters Great & Small, Inc. shall inure to the benefit of, or be distributable to its members, 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 set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

All Critters Great & Small, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable

compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of All Critters Great & Small, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the All Critters Great & Small, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the All Critters Great & Small, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the All Critters Great & Small, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the All Critters Great & Small, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Idaho.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Idaho to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE V
BOARD OF DIRECTORS****5.01 Governance**

All Critters Great & Small, Inc. shall be governed by its board of directors.

5.02 Directors

The directors of the corporation shall be Sherry Hevner-Rygh, Brent Rygh, Robin Musselman, and Tara Thompson.

**ARTICLE VI
MEMBERSHIP****6.01 Membership**

All Critters Great & Small, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

**ARTICLE VII
AMENDMENTS****7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The address of the corporation is:

All Critters Great & Small, Inc.
15015 N. Mobbs Rd.
Hauser, ID 83854

The mailing address of the corporation is:

All Critters Great & Small, Inc.
15015 N. Mobbs Rd.
Hauser, ID 83854

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Sherry Hevner-Rygh
15015 N. Mobbs Rd.
Hauser, ID 83854

ARTICLE X
INCORPORATOR

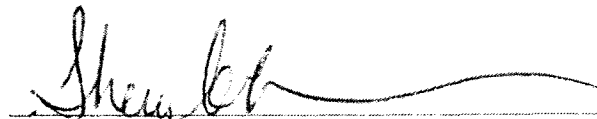
The incorporators of the corporation are as follow:

Sherry Hevner-Rygh
15015 N. Mobbs Rd.
Hauser, ID 83854

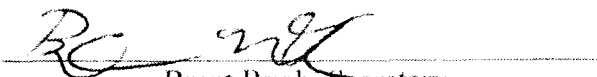
B0697-6303 05/16/2022 2:41 PM Received by ID Secretary of State Lawrence Denney

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

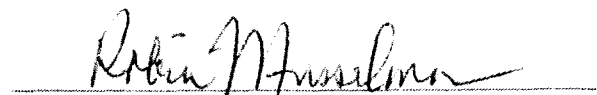
We, the undersigned, do hereby certify that the above stated Amended Articles of Incorporation of All Critters Great & Small, Inc. were approved by the board of directors on April 04, 2022 and constitute a complete copy of Articles of Incorporation of the All Critters Great & Small, Inc.



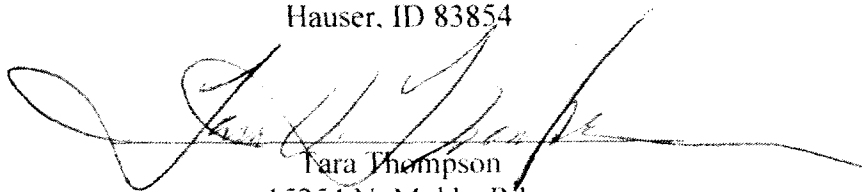
Sherry Hevner-Rygh, President
15015 N. Mobbs Rd.
Hauser, ID 83854



Brent Rygh, Secretary
15015 N. Mobbs Rd.
Hauser, ID 83854



Robin Musselman
14843 N. Mobbs Rd.
Hauser, ID 83854



Tara Thompson
15254 N. Mobbs Rd.
Hauser, ID 83854

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Sherry Hevner-Rygh, agree to be the registered agent for All Critters Great & Small, Inc. as appointed herein.



NAME, Registered Agent

Date: 4-4-22