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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF BANNOCK ANIMAL WELFARE LEAGUE, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That to effect organization of a nonprofit corporation organized under Title 30, Chapter 3, Idaho Code (Idaho Nonprofit Corporation Act), the following are hereby declared the articles of incorporation of the corporation.

I.

The name of the corporation is "Bannock Animal Welfare League, Inc."

II.

The corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code. The corporation shall be a nonprofit corporation, and its principal function shall be to promote the welfare of animals as specified in the corporation's by-laws; and all activities reasonably related thereto.

III.

The powers of this corporation shall be co-extensive with those provided for in Idaho Code §§30-3-24 and 30-3-25 being sections of the Idaho Nonprofit Corporation Act. Provided, further, and notwithstanding anything therein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of the organization set forth in that portion of §501(c) of the Internal Revenue Code of 1986, under which the corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

IV.

The duration of this corporation shall be perpetual.

V.

The street address of the corporation's registered office in the State of Idaho is: 2715 South Old Highway 91, McCammon, Idaho. The name of the corporation's registered agent at such street address is Ava Tracy.

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VI.

The number of directors constituting the board of directors of the corporation is four (4). The names and addresses of the persons who shall serve as initial directors of the corporation are:

| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| Ava Tracy | 2715 South Old Highway 91 McCammon, ID 83250 |
| Geri Barry | 4859 Mohawk Lane Pocatello, ID 83204 |
| Helen Carpenter | 2163 North Inkorn Rd. Inkom, ID 83245 |
| Mary Latimore | 634 North 13th Avenue Pocatello, ID 83201 |

Pursuant to Idaho Code §30-3-65(2), increase in the number of directors beyond the number provided in this Paragraph shall be by amendment to the By-Laws of the corporation.

VII.

Pursuant to Idaho Code §30-3-34 through 30-3-36, the corporation shall have members, evidenced by membership certificates. The corporation membership shall consist of those persons identified as such on membership records to be maintained under the supervision of the Board of Directors in accordance with By-Laws adopted by the corporation, not inconsistent with law or with these Articles of Incorporation. The voting power and the property rights or interest of each member of the corporation are equal. New members may be admitted upon affirmative majority vote of the Board of Directors, and such new members shall be entitled to vote and to maintain an interest in the property of the association with the old members as hereinabove provided. However, nothing herein contained shall be construed to alter the provisions of Articles IX and X hereof relating to distribution or division of the property of the corporation upon dissolution.

VIII.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

IX.

Upon dissolution of the corporation, and after payment (or provision for payment) of all liabilities of the corporation, the assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

X.

This corporation shall issue certificates of membership, and shall not engage in business for profit, but shall be supported by grants, gifts, bequests, benefits and contributions, and fees, assessments or dues. Membership in the Corporation shall be governed and controlled as provided in the By-Laws of this Corporation.

XI.

No part of the earnings, income, or receipts of this Corporation shall ever inure to the benefit of or be distributed to: (a) any individual member, or members of this Corporation; (b) any officer or director of this Corporation; or (c) any other person; except as provided in Article VIII hereof.

XII.

Regulation and management of the internal affairs of the corporation shall be as provided by the By-Laws of this Corporation, which By-Laws, not inconsistent with law or with these Articles of Incorporation, shall be adopted by the Board of Directors pursuant to Idaho Code §30-3-21.

XIII.

The By-Laws of this Corporation may be altered, amended, or repealed by the Board of Directors at any regular meeting of the directors of the Corporation or at any special meeting of the directors thereof, called for that purpose, in the manner provided in Idaho Code §30-3-97, by the affirmative vote of a majority of the directors present in person or by proxy, at such meeting; provided that a quorum as specified in the By-Laws of the Corporation or the laws of the State of Idaho be present. No amendment shall be put to vote, unless written notice shall have been mailed to each director of this Corporation not less than 10, or more than 50, days previous to the meeting at which the amendment is to be voted on, said notice to state the proposed amendment.

XIV.

The names and addresses of the incorporators are:

Ava Tracy
2715 South Old Highway 91
McCammon, ID 83250

Geri Barry
4859 Mohawk Lane
Pocatello, ID 83204

Helen Carpenter
2163 North Inkom Rd.
Inkom, ID 83245

Mary Latimore
634 North 13th Avenue
Pocatello, ID 83201

DATED this 25 day of March, 2008.

Ava Tracy
Ava Tracy, Incorporator

Geri Barry
Geri Barry, Incorporator

Helen Carpenter
Helen Carpenter, Incorporator

Mary Latimore
Mary Latimore, Incorporator