

FILED EFFECTIVE

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2003 FEB -7 PM 2:00

RESTATED ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

OF

SECOND CHANCE PET RESCUE, INC.

IDAHO SECRETARY OF STATE
02/07/2003 05:00
CK: 1681 CT: 167227 BH: 661677
1 @ 30.00 = 30.00 NON PROF R # 2

KNOW ALL MEN BY THESE PRESENTS: The we, the undersigned, being of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is:

SECOND CHANCE PET RESCUE, INC.

SECOND

The corporation is to be a non-profit corporation.

THIRD

The corporation is to have perpetual existence.

FOURTH

The membership shall be a non-voting membership. Any person shall be eligible for membership in this corporation who subscribes to the objects and purposes hereof and such person shall be selected for membership in the manner provided by the By-laws, which members may be unlimited in number. There shall be but one class of membership. Each member holding equal rights with all other members.

FIFTH

- a. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- b. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 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, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

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SIXTH

The purposes and objects for which the corporation is formed are:

- (A) Pet overpopulation is and will continue to be a concern to the public at large;
- (B) The mission of the corporation is to place animals in the corporations care and control, into responsible and caring homes;
- (C) Animals will be adopted from members' homes to insure a well-adjusted healthy pet;
- (D) To promote the spaying and neutering of pets to decrease unwanted litters and abandonment of animals;
- (E) To prevent animal abuse, starvation, abandonment and cruelty;
- (F) To actively approach and solicit donations from the general public and other corporations; these donations to be in the form of cash or other valuable considerations, which donations shall be expended in support of all of the foregoing sub-paragraphs intents (A) through (Q) of the Article SIXTH;
- (G) To purchase for investment or resale, and to deal in, land and other property of any tenure and any interest therein, and to create, sell or deal in, any freehold, leasehold, ground rents, and to make advances upon the securing of land, houses and other property, or any interest therein and to generally deal in, by way of sale, lease, exchange, or otherwise, land and house property and any other property, whether real or personal;
- (H) To make any improvements upon any real property, including but not limited to, the subdivision thereof, the installation of water systems, sewer systems, the building of structures for rent or sale or lease, the general improving of sites, the building of roads, fences, and any improvement deemed advisable by the Board of Directors of the corporation;
- (I) To buy, sell acquire, hold, own, dispose of, convey, mortgage, pledge, lease assign, transfer, trade or deal in and with all kinds of personal property, franchise, privileges, rights, foods, wares, and merchandise of every kind, nature and description;
- (J) To buy sell, convey lease, let, mortgage, exchange, or otherwise acquire and dispose of lands, lot, houses, buildings, and real property, hereditaments, and appurtenances of all kinds wheresoever situated, and of any interest or rights herein, to the same extent as natural person might or could do and without limit as to amount;
- (K) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares of capital stock, script, bonds, mortgages, securities, or evidences of indebtedness issued or created by any other corporation, joint stock company, or association, public or private, or by whomsoever issued, and while the owner or holder hereof to possess and excise in respect thereof, any and all rights, powers and privileges of ownership, including the right to vote thereon;

- (L) To make, perform, and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, wither public or private, or with any territory or government, or any agency thereof;
- (M) To borrow money, to draw, make accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligation or contracts to convey, transfer, assign, deliver, mortgage, and/or pledge, all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and may be permitted by law;
- (N) To purchase or otherwise acquire the whole or any part of the property, assets, business and goodwill of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carry on of such business.
- (O) To organize, promote, incorporate and reorganize subsidiary corporation and joint stock companies and associations for any purpose permitted by law;
- (P) To have one or more officers to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural person might do, as principals, agents, contractors, trustees or otherwise, and wither alone or in connection with any person, firm association or corporation;
- (Q) To have and to exercise any and all powers and privileges now or hereafter conferred by law of the State of Idaho upon corporations formed under the general corporation laws of said State, or under any act amendatory thereof or supplemental thereto or substitute therefore;

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof, or supplement thereto, or substitute therefore, any not at any time lawfully carry on or do. It is the intention that the purposed, objects and powers specified in each of the subparagraphs (A) through (Q) inclusive, of paragraph Sixth of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.

SEVENTH

The Directors of the corporation shall be appointed by the Board of Directors of Second Chance Pet Rescue, Inc. under the authority granted by subsection (e) of section 30-314 Idaho Code. The post office address of Second Chance Pet Rescue, Inc. is P.O. Box 687, Hayden, Idaho 83835.

EIGHT

The number of directors of the corporation shall be as specified in the By-Laws, and such number may, from time to time, be increased in such manner as may be prescribed in the By-Laws and in accordance with subsection (a) and (b), section 30-315, Idaho Code. In case of any increase in the number of directors, the additional directors may be appointed by the directors then in office, and the directors so appointed shall hold office until the next annual meeting of the Board of Directors and until their successors are appointed and qualified.

NINTH

The name and address of the initial registered agent is:

Carol Kinsey
19530 Knowles Road
Rathdrum, Idaho 83858

TENTH

The name and address of the directors constituting the initial Board of Directors is:

Carol Kinsey
19530 Knowles Road
Rathdrum, Idaho 83858

Val Meyers
East 1700 Lancaster Road
Rathdrum, Idaho 83858

Chris Samson
P.O. Box 357
Post Falls, Idaho 83877

Sandra Hamner
1095 West Miles Avenue
Hayden, Idaho 83835

Jill Bowes
3561 Greensferry Road
Post Falls, Idaho 83854

Margaret Miller
1018 D Street, Apt A
Coeur d'Alene, Idaho 83814

ELEVENTH

The name and address of the incorporator:

Carol Kinsey
19350 Knowles Road
Rathdrum, Idaho 83858

TWELFTH

Voting rights shall be vested in the Board of Directors and delineated in the By-Laws under the authority granted in subsection (d) of section 30-308 Idaho code.

THIRTEENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

FOURTEENTH

A voluntary sale, lease or exchange of all the property and assets of the corporation, including its goodwill and its corporate franchise, may be made by the Board of Directors upon such terms and condition as it may deem expedient for the best interests of the corporation, but only when such act is authorized by the vote of holders of two-thirds of the voting power of all the shareholders.

FIFTEENTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected in invalidated by the fact that any of the directors or the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporations, and any director individually, or any firm of which any director may be a member, may be a part to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of Directors or a majority thereof, and any director of the corporation who is also a director of officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of directors of the corporation, which shall authorize any such contact or any such transaction, with like force and effect as if her were not such director or officer of such other corporation or not so interested.

SIXTEENTH


The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote.

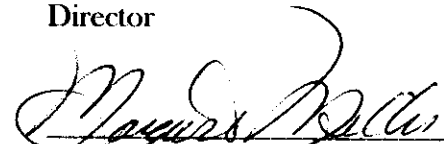
SEVENTEENTH


Successive directors of the corporation shall be appointed through that authority granted by subsections (b), (c), and (g) of section 30-314 Idaho Code and Article Sixth of these Articles of Incorporation.

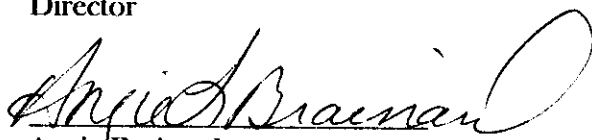
The directors hereby waive written notice of this meeting.


IN WITNESS WHEREOF, we have set our hands this fifth day of February, 2003

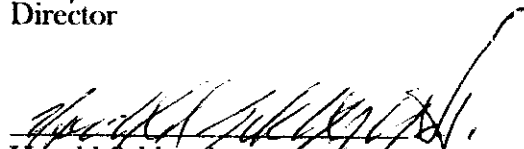

Sandra Hamner
Director


Margaret Miller
Director


Nickie Odenthal
Director


Angie Brainard
Director

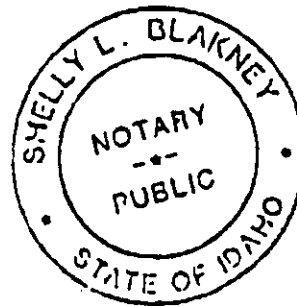

Wayne Stevenson
Director


Harold Schlaepia
Director

State of IDAHO, County of Kootenai, ss.

On this the 18 day of March, in the year of 1998,
before me personally appeared Landra Hammer and
_____, known or identified to me to be the person
whose name is subscribed to me that he executed same.

Shelly L. Blakney
Notary Public in and for
The State of Idaho.
Residing at: Coeur d'Alene, Idaho
My Commission expires: 2-24-03



State of IDAHO, County of Kootenai, ss.

On this the 20th day of March, in the year of 98,
before me personally appeared Val Meyer and
Carl Kinsey, known or identified to me to be the person
whose name is subscribed to me that he executed same.

Ruth A. Woodell.
Notary Public in and for
The State of Idaho
Residing at: Boothman
My Commission expires: 7/29/03

State of IDAHO, County of Kootenai, ss.

On this the 18th day of MARCH, in the year of 1998,
before me personally appeared CHRISTINE SAMSON and
 , known or identified to me to be the person
whose name is subscribed to me that he executed same.

x Christine Samson

Julie Salo Latina

Notary Public in and for
The State of Idaho.

Residing at:

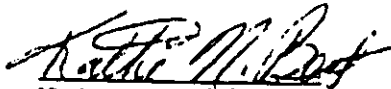
My Commission expires:

Boise, Idaho
3.13.2000



State of IDAHO, County of Kootenai, ss.

On this the 20th day of March, in the year of 1998,
before me personally appeared Will C Bowes and
 , known or identified to me to be the person
whose name is subscribed to me that he executed same.



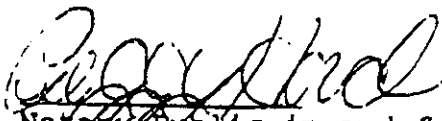
Notary Public in and for
The State of Idaho.

Residing at: Hayden Idaho
My Commission expires: 2-12-04



State of IDAHO, County of Kootenai, ss.

On this the 18th day of March in the year of 1998,
before me personally appeared Margarat Miller and
*****, known or identified to me to be the person
whose name is subscribed to me that he executed same.


Notary Public in and for
The State of Idaho.

Residing at: _____ NOTARY PUBLIC FOR THE STATE OF IDAHO
My Commission expires: _____ RESIDING AT COEUR D'ALENE, IDAHO
MY COMMISSION EXPIRES: 12-8-03