



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

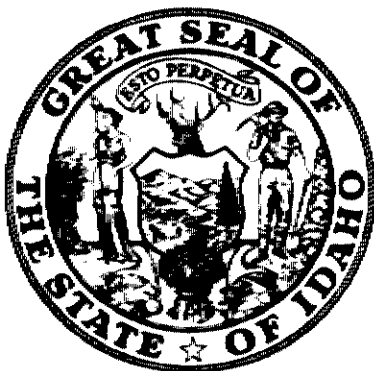
ANIMAL ARK, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of ANIMAL ARK, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated November 25, 19 87.



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra M. Taylor

Corporation Clerk

ARTICLES OF INCORPORATION OF
ANIMAL ARK, INC.

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The undersigned, acting as incorporators of a corporation under the Idaho Non-Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Animal Ark, Inc. The corporation shall commence business with the filing of these Articles.

SECOND: The period of existence and duration of the life of this corporation is perpetual.

THIRD: The purpose for which this corporation is organized are charitable and non-profit and the purposes to be carried on are the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act including but not limited to:

To organize, operate and maintain an animal shelter and aid facility and to do all and everything necessary, suitable, and proper for the attainment of any of the purposes, the accomplishment of any of the objects, or the furtherance of any of the powers hereinabove set forth.

FOURTH: The address of the initial registered office of the corporation is HC 66 Box 327, Kooskia, Idaho and the name of its initial registered agent at such address is Dori Dixon.

FIFTH: The affairs of this corporation shall be managed by a board of directors. The qualifications of the directors, together with the terms of the office, manner of election, removal, number, filling of vacancies and of newly created directorships, powers, duties, and liabilities shall, except as otherwise provided in these Articles or by the laws of the State of Idaho, be as prescribed by the By-Laws.

SIXTH: Provisions for membership in the corporation shall be governed by the By-Laws. The members shall be subject to such dues and assessments as may be provided by the By-Laws.

1 SEVENTH: By-Laws of the corporation shall be adopted by the
2 directors and may be amended only as provided therein, provided
3 that such By-Laws and amendments thereto shall not conflict with
4 the provisions of these Articles of Incorporation or of the laws
5 of any governmental entity.

6 EIGHTH: The Articles of Incorporation, except Articles
7 Seventh and Tenth hereby, may be amended by a vote of two-thirds
8 (2/3) of the members of the corporation at any annual meeting, or
9 at a special meeting called for that purpose.

10 NINTH: The rights and interests of all members shall be
11 equal and no member can have or acquire a greater interest thereon
12 than any other member. The corporation shall not issue any
13 capital stock. The corporation is organized on a non-stock basis,
14 and there shall be members in lieu of stockholders. Certificates
15 of membership shall be issued to members.

16 TENTH: No part of the net earnings of this corporation shall
17 be distributed to, or inure to the benefit of, any member,
18 director, or officer of this corporation, contributor or private
19 individual. In the event of dissolution, winding up, or other
20 liquidation of the assets of this corporation, its assets shall be
21 distributed to non-profit and charitable corporations or
22 institutions as may be designated by the directors to be used for
23 purposes similar to those of this corporation.

24 ELEVENTH: The names and addresses of each incorporator is:
25 Ardis Eckel, HC 67 Box 54, Grangeville, Idaho 83530
26 Dori Dixon, HC 66 Box 327, Kooskia, Idaho 83539
27 Ellen Bryant, 614 North Hall, Grangeville, Idaho 83530

28 TWELFTH: The number of directors constituting the initial
29 board of directors of the corporation is three, and the names and
30 addresses of the persons who are to serve as directors until the
31 first annual meeting of members or until their successors are
32 elected and shall qualify are:

1 Ardis Eckel, HC 67 Box 54, Grangeville, Idaho 83530

2 Dori Dixon, HC 66 Box 327, Kooskia, Idaho 83539

3 Ellen Bryant, 614 North Hall, Grangeville, Idaho 83530

4 IN WITNESS WHEREOF, for the purpose of forming this
5 corporation under the laws of the State of Idaho as
6 aforementioned, the undersigned, constituting the incorporators of
7 this corporation, have executed these Articles of Incorporation
8 this 23rd day of November, 1987.

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Ardis Eckel
ARDIS ECKEL

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Dori Dixon
DORI DIXON

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Ellen Bryant
ELLEN BRYANT

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