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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PALOUSE VOICE FOR ANIMALS, 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 PALOUSE VOICE FOR ANIMALS, 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: October 7, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Richards

Corporation Clerk

**ARTICLES OF INCORPORATION
OF
PALOUSE VOICE FOR ANIMALS, INC.**

We, the undersigned, directors of Palouse Voice for Animals, Incorporated, a Non-Profit Corporation organized pursuant to and in compliance with Chapter 3, Title 30, of the Idaho Code, do hereby certify that at a meeting of the directors of the said corporation, held September 10, 1991, at which all directors were present, the following Articles of Incorporation were adopted by unanimous resolution:

ARTICLE I

The name of the corporation shall be Palouse Voice for Animals, Inc.

ARTICLE II

The location in the State of Idaho where the principal office of the corporation is to be located is the City of Moscow, Latah County. The corporation shall have the power to establish offices at other places within and outside the State of Idaho. The period of duration of Palouse Voice for Animals is perpetual. The initial registered agent is Greg Brown. The address of the initial registered office is:

417 E. 7th Street
Moscow, ID 83843

ARTICLE III

The names and addresses of the current directors of the corporation are:

Natalie Shapiro P.O. Box 3182
Moscow, ID 83843

Skott Larsen 211 1/2 S.Main #2
Moscow, ID 83843

Greg Brown P.O. Box 8897
Moscow, ID 83843

Mare Rosenthal P.O. Box 8897
Moscow, ID 83843

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ARTICLE IV

The corporation is organized exclusively for the purposes of preventing cruelty to animals, including, for such purposes, the making of distributions to organizations that

qualify as exempt organizations under 501 (c) (3) of the Internal Revenue Code, or corresponding sections of any future federal tax code. In pursuit of its purposes, the corporation's major objectives include, but are not necessarily limited to:

- (a) Establishing and defending the rights of all animals.
- (b) Encouraging people to subscribe to the principle that animals are not ours to eat, wear, experiment on, or otherwise exploit.
- (c) Working through public education, research and investigations, special events, direct action, and grassroots organizing.
- (d) Educating the public about matters related to the prevention of cruelty to animals, including, but not limited to factory farms, laboratories, the fur trade, and animals in entertainment.

ARTICLE V

No part of the net earnings of the corporation 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 Article IV 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 provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VI

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, 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 Court of Common Pleas 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.

ARTICLE VII

In pursuit of the purposes of the corporation as stated in Article IV and within the restrictions, provisions, and guidelines of Articles V and VI, the corporation shall have the following rights:

- (a) To establish, manage, supervise, and control all donations, contributions, and volunteer services acquired or received as a result of solicitations, efforts and work products of this corporation, and to do any and all things necessary for the care, maintenance, and assistance to all animals under its care.
- (b) To acquire the good will, rights, and property of any person, firm, association, or corporation, and to pay for the same in cash, notes, or bonds of this corporation, or otherwise.
- (c) To enter into contracts and to incur obligations as are consistent with the purposes of this corporation; but the private property of the officers, directors and members of the corporation shall be exempt from the debts of the corporation, and no officer, director, or member shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.
- (d) To purchase, own, lease, hold, improve, sell, and convey real estate, and to construct, lease and maintain thereon such buildings and other improvements, as shall be necessary or proper for conducting business of this corporation, either within or outside the State of Idaho.
- (e) To purchase, own, hold, vote, sell, or hypothecate the stocks and bonds of other corporations, and to take in the name of this corporation such as stocks, bonds, mortgages, notes, deeds, conveyances, or other evidence of indebtedness, ownership, title or security as may be acquired by this corporation in the usual and ordinary transaction of its business.
- (f) To borrow money in the name of the corporation in such amounts as the board of directors may determine, and issue as evidence thereof notes, bonds, or other evidence of indebtedness of this corporation, and to secure the payment of the same, when required, by mortgage, trust deeds, pledges, assignments, or other conveyance of all, or any portion of its property, real or personal.
- (g) To obtain licenses for, carry on and promote any business whatsoever which will support the purposes of this corporation directly or indirectly, or which enhances the value of its property, and generally to have, enjoy, and exercise all rights, powers, and privileges which are now or which may hereafter be conferred upon corporations under the laws of the State of Idaho.
- (h) To carry out the objects and purposes for which this corporation is formed, as principal, agents, or otherwise, to the same extent as natural persons might do.
- (i) To conduct the business of this corporation as herein set out at any place or places within the State of Idaho, or in any other state or territory of the

United States, as the Board of Directors may from time to time determine.

(j) It is the intention of the incorporators of this organization that the foregoing clauses shall be construed both as objects and powers and the foregoing enumeration of specific powers shall not be construed to limit or restrict in any manner the powers of the corporation, but that said corporation shall have power to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of its purposes, or the attainment of any or more of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and this to the same extent and as fully as natural persons might or could do.

(k) To engage in civic enterprises with civic and commercial organizations, to conduct educational fairs, expositions, clinics, and social functions, and sell goods and wares at any bazaar or other market.

(l) To cooperate with similar societies or groups in advancing and promoting the purposes and objects herein set forth or incident thereto.

ARTICLE VIII

The corporation shall not issue any capital stock, but membership certificates shall be issued to each member in a form and manner prescribed by the Board of Directors. Any person who subscribes to the purposes and objectives of the corporation shall be eligible for membership. No member can have or acquire a greater interest in the corporation than any other member. Membership shall be subject to such regulations as the bylaws of the corporation may prescribe.

ARTICLE IX

The corporation reserves the right to amend, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law and within the restrictions and provisions of Articles IV, V, and VI, by the affirmative vote of two-thirds of twenty percent of the entire membership at any meeting duly called for that purpose.

IN WITNESS WHEREOF, the directors of the corporation have hereunto their hands this 29th day of September, 1991.

Natalie Shapiro Skott Larsen Greg Brown Mare Rosenthal
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