

ARTICLES OF INCORPORATION
OF
HANNA'S FOUNDATION INC.

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned individual, acting as incorporator under the Idaho Nonprofit Corporation Act, adopts the following articles of incorporation:

ARTICLE I

CORPORATE NAME

The name of the corporation is Hanna's Foundation Inc. ("Hanna's Foundation Inc." or "Corporation").

ARTICLE II

STATUS AND DURATION

Hanna's Foundation Inc. is a nonprofit corporation and shall have perpetual existence.

ARTICLE III

PURPOSES

The purposes of Hanna's Foundation Inc. are charitable, educational, scientific and to prevent cruelty to animals through programs and activities to promote and advance animal welfare and to transact any lawful activity that may be carried on by a corporation under the Idaho Nonprofit Corporation Act.

Hanna's Foundation Inc. shall be operated exclusively as an entity organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the *Internal Revenue*

Code or the corresponding provisions of any future federal tax law.

ARTICLE IV

NON-MEMBER CORPORATION

Hanna's Foundation Inc. shall not have members, as that term is defined in the Idaho Nonprofit Corporation Act.

ARTICLE V

LIMITATIONS ON DISTRIBUTION OF EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of any individual or for-profit entity except to the extent of reasonable compensation for services performed or for tax-exempt purposes within the meaning of Section 501(c)(3) of the *Internal Revenue Code* or the corresponding provision of any future federal tax law, as approved by the board of directors.

ARTICLE VI

LIMITATIONS ON ACTIVITIES

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 Section 501(c) of the *Internal Revenue Code* of 1954 or the corresponding provision of any future federal tax law;

B. By a corporation, to which contributions are deductible under Section 170(c)(2) of the *Internal Revenue Code* of 1954 or the corresponding provision of any future federal tax law.

ARTICLE VII

BOARD OF DIRECTORS

The board of directors shall consist of not less than three (3) nor more than seven (7) members, the number to be designated in the Bylaws, and the officers shall consist of at least a president, secretary and a treasurer. Additional officers and an executive committee may be authorized by the Bylaws. The names and addresses of the persons who are to act as the initial officers and directors until the election of their successors under the Bylaws are:

Director/President/Treasurer	Roger D. Jones P.O. Box 484 Worley, Idaho 83876
Director/Vice-President and Secretary	Renee Jones P.O. Box 484 Worley, Idaho 83876
Director	Karen Babbitt P.O. Box 446 Worley, Idaho 83876

ARTICLE VIII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution or final liquidation, after payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to an organization organized and operated exclusively for tax exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future federal tax law, as the board of directors shall determine.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted by the Idaho Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, including an action, suit, or proceeding by or in the right of the corporation, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or is or was serving at the request for the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The right to, extent of and amount of indemnification shall be determined in accordance with the provisions of the Idaho Nonprofit Corporation Act.

ARTICLE XI

MERGER OR CONSOLIDATION

Hanna's Foundation Inc. may, at any time, merge or consolidate with any other nonprofit corporation in any manner as may be permitted by the laws of the State of Idaho at the time of such merger or consolidation.

ARTICLE XII

BYLAWS

The board of directors of Hanna's Foundation Inc. shall have the power, by a majority vote of the entire board of directors, to adopt Bylaws as may be deemed necessary or convenient for the proper government and management of the business and affairs of the Corporation, and, by a majority vote of the entire board of directors, may amend, alter, or repeal such Bylaws at any

regular meeting or at any special meeting of the board of directors called for that purpose.

ARTICLE XIII

REGISTERED OFFICE AND AGENT

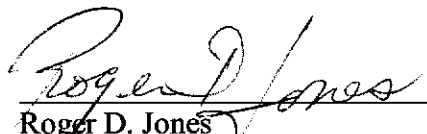
The address of the Corporation's initial registered office is 4535 Fairfield Road, Worley, Idaho 83876. The name of its initial registered agent at that location is Roger D. Jones.

ARTICLE XIV

INCORPORATOR

The name and address of the incorporator is Roger D. Jones, P.O. Box 484, Worley, Idaho 83876.

DATED: May 8, 2010.



Roger D. Jones
Incorporator