

**FILED** **LECTIVE**

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**ARTICLES OF INCORPORATION OF  
HEART TO HEART: PETS WITH A PURPOSE, INC.**

STATE OF IDAHO  
KNOW ALL MEN BY THESE PRESENTS

that the undersigned, acting as incorporators of a non-profit corporation under the Idaho Non-Profit Corporation Act and under the provision of Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended, adopt the following Articles of Incorporation.

**I.**

**NAME.** The name of said corporation shall be Heart to Heart: Pets with a Purpose, Inc., a non-profit corporation.

**II.**

**DURATION AND NONPROFIT PURPOSE.** The duration of the corporation shall be perpetual. The nonprofit corporation herein organized shall not be organized for pecuniary gain, and shall not have the power to issue certificates of stock or declare dividends. No part of the assets, income, or net earnings, if any, of the corporation shall inure to the benefit of, or distributable to, or shall dividends be paid to any member, director, or any other person. Provided however, the corporation shall have the power to pay reasonable compensation for services rendered, and to make payments and distributions in accordance with the corporate purposes set forth herein.

**III.**

**REGISTERED OFFICE.** The initial registered office of the corporation shall be 945 Park Lane, Pocatello, Idaho, 83201, and the name of its initial registered agent at such address is Patricia M. Kent.

IDAHO SECRETARY OF STATE

03/14/2001 09:00  
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#### IV.

**GENERAL PURPOSE.** The general purpose of the corporation is: to promote opportunities for people and animals to work together in mutually beneficial relationships and to improve the quality of life for themselves and others.

#### V.

##### **LIMITATIONS.**

(A) The corporation shall not possess or exercise any power of authority that will prevent it from at any time qualifying as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, contributions to which are deductible for federal income tax purposes; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualifications.

(B) No part of the activities of the corporation shall consist of engaging in propaganda or otherwise attempting to influence legislation as these prohibited activities are defined by law.

(C) At no time shall the corporation engage in any activities which are unlawful under the laws of the State of Idaho or the laws of the United States of America; nor shall it engage in any transaction defined as "prohibited" under Section 503 of the Internal Revenue Code, as revised.

(D) No loan shall be made by the corporation to any directors or officers of the corporation or any other person, nor shall any contributions be solicited or any gift, bequest or devise be accepted upon any condition or limitation which would cause the corporation to lose its federal income tax exemption.

(E) No part of the assets or net earnings, current or accumulated, of the corporation shall inure to the benefit of, or be distributed 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/or reasonable allowance for authorized expenditures incurred on behalf of the corporation and to make payments and distributions in furtherance of the purpose set forth in Article VI.

(F) Upon dissolution, any assets shall be distributed only to a corporation or entity having similar non-profit objectives and asset distribution shall never accrue to the benefit of any individual or member, which entity, unless otherwise amended, shall be the Bannock Humane Society.

(G) No solicitation of contributions to the corporation shall be made and no gift, bequest or devise to the corporation shall be accepted, upon any condition or limitations which, in the opinion of the corporation, may cause the corporation to lose its federal income tax exemption.

VI.

**BOARD OF DIRECTORS.** The business and the affairs of the corporation shall be managed by a Board of Directors consisting of not more than twelve (12), but not fewer than six (6) directors. The initial Board shall consist of nine (9) directors. The qualifications, the term of office, manner of electing directors, the number of directors to be elected, the time, place and manner of calling meetings, and the powers and duties of the directors shall be prescribed by the By-laws. The initial Board is listed below. They shall serve until the first annual meeting of the members or until successors are elected.

<u>NAME</u>	<u>ADDRESS</u>
Jane Guidinger	723 Randolph Pocatello, ID 83201
Betsy Koger	464 Willard Pocatello, ID 83201
Sandra Brackenridge	9750 Charlotte Drive Pocatello, ID 83201
Linda Enloe	4911 Comanche Pocatello, ID 83204
Lisa Nelson	5165 Elizabeth Pocatello, ID 83202
Nancy Corgiat	1315 Jane Street Pocatello, ID 83201
Patricia M. Kent	945 Park Lane Pocatello, ID 83201

Carol Kaufman

1754 Church Hill Downs  
Pocatello, ID 83201

Val Callow

14685 West Siphon Road  
Pocatello, ID 83201

VII.

The corporation shall have the power to all acts and all things necessary to carry out the purposes and intent expressed herein, and to have the power to transact any and all lawful business for which corporations may be incorporated under the Idaho Nonprofit Corporation Act.

VII.

**BY-LAWS.** The power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the Directors.

VIII.

**MEMBERS.** The corporation shall have non voting members who share an interest in the purpose of the corporation, and shall be governed and directed by its Board of Directors as set forth in its By-Laws.

IX.

**INCORPORATORS.** The names and addresses of each of the incorporators are as follows:

NAME

ADDRESS

Jane Guidinger

723 Randolph  
Pocatello, ID 83201

Betsy Koger

464 Willard  
Pocatello, ID 83201

Sandra Brackenridge

9750 Charlotte Drive  
Pocatello, ID 83201

Linda Enloe

4911 Comanche  
Pocatello, ID 83204

Lisa Nelson

5165 Elizabeth  
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1315 Jane Street  
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Patricia M. Kent

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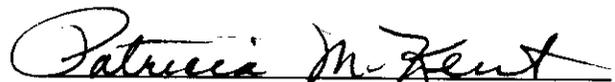
Carol Kaufman

1754 Church Hill Downs  
Pocatello, ID 83201

Val Callow

14685 West Siphon Road  
Pocatello, ID 83201

**IN WITNESS WHEREOF**, We have hereunto set our hands this 6<sup>th</sup> day of March, 2001.

  
Coordinator

STATE OF IDAHO            )  
  SS  
County of Bannock        )

On this 6<sup>th</sup> day of March, 2001, before me, the undersigned Notary Public in and for said county and state, personally appeared Patricia Kent, known or identified to me to be the Coordinator of the anticipated corporation that executed the foregoing instrument, and acknowledged to me that she executed the same on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(SEAL)

Gill R. Clayson  
NOTARY PUBLIC for Idaho  
Residing at: Pocatello  
Commission Expires: 7-8-05