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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION OF
McPAWS, INC.

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Non-profit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation for the Corporation:

ARTICLE I. NAME

The name of the corporation shall be McPaws, Inc.

ARTICLE II. NON-PROFIT STATUS

The Corporation shall be a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation is in the City of McCall, County of Valley, State of Idaho. The address of the initial registered office is P.O. Box 1856, 2260 Payette Drive, McCall, Idaho 83638, and the name of the initial registered agent at this address is Roberta H. Smyth.

ARTICLE V. PURPOSES

The purposes for which this corporation is organized are as follows:

- (A) To help educate the public regarding responsible pet ownership;
- (B) To establish an effective adoption program for homeless pets, implementing ideas such as, but not limited to, reassessed adoption fees, mandatory and reduced cost spay/neuter, and licensing;
- (C) To provide, in conjunction with the McCall City Police, a sanitary and humane level of care to all pets while impounded in the McCall city pound, and to assist with city pound improvements;
- (D) To undertake charitable, literary, educational or scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3); and,

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(E) To exercise all powers granted by law necessary and property to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value.

Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business of profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. LIMITATIONS

No part of the net earnings or the assets 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 to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be for 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 provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII. NON-STOCK CORPORATION

The Corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to its members.

ARTICLE VIII. MEMBERS

The Corporation shall have members who shall have such rights as are provided in the Act and the Bylaws, and are consistent with the management authority that these Articles grant to the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

ARTICLE IX. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than five (5) individuals. The actual number of Directors shall be fixed in accordance with the Corporation's Bylaws. The number, qualification, terms of office, manner of election, powers and duties of such Directors shall be such as may be prescribed by law, by these Articles, by such Bylaws as may from time to time be enforced.

The names and addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Melissa Rood	P.O. Box 46 McCall, ID 83638
Linda Conley	P.O. Box 4216 McCall, ID 83638
Joyce Crawford	P.O. Box 4134 McCall, ID 83638
Roberta Smyth	P.O. Box 1856 McCall, ID 83638

ARTICLE X. INCORPORATOR

The name and street address of the incorporator is Roberta H. Smyth, P.O. Box 1856, 2260 Payette Drive, McCall, Idaho 83638.

ARTICLE XI. BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's bylaws at a properly noticed special or regular meeting of the Board of Directors.

ARTICLE XII. DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation, to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

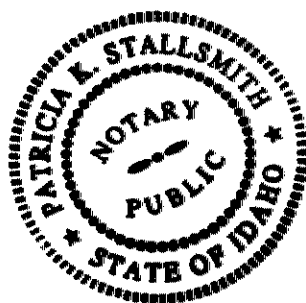
DATED this 20 day of April, 1998.

Robert H Smyth
ROBERTA H. SMYTH, Incorporator

STATE OF IDAHO,)
) ss
County of Valley.)

On this 20th day of April, 1998, before me, The Undersigned, a Notary Public in and for said State, personally appeared ROBERTA H. SMYTH, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

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



Articles

Patricia K Stallsmith
NOTARY PUBLIC FOR IDAHO
Residing at: Cascade
My Commission Expires: 7-3-01