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ARTICLES OF INCORPORATION

OF

NORTHWEST ANIMAL COMPANIONS, INC.

The undersigned, acting as the incorporators of a nonprofit corporation organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code, adopts the following Articles of Incorporation ("Articles").

ARTICLE I NAME

The name of the corporation is Northwest Animal Companions, Inc.

ARTICLE II NONPROFIT STATUS

The corporation is a nonprofit corporation.

ARTICLE III PERIOD OF DURATION

The period of duration of the corporation is perpetual.

ARTICLE IV REGISTERED OFFICE AND AGENT

The corporation is located in Boise, Ada County, Idaho. The address of the initial registered office is 216 W. State Street, Boise, Idaho, and the name of the initial registered agent is Matt J. Howard.

ARTICLE V PURPOSE

The purposes for which the corporation is organized and will be operated are as follows:

- A. The specific purposes for which this corporation is organized is to establish, promote, and maintain programs for the prevention of cruelty to animals, including but not limited to, educational programs and establishment and operation of an animal sanctuary.

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- B. This corporation is organized exclusively for one or more of the purposes set forth in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

ARTICLE VI LIMITATIONS

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that this 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 these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VII NO MEMBERS

The corporation shall not have any members.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the corporation shall be managed by its Board of Directors ("Board"). The number of directors serving on the Board shall be fixed in accordance with the corporation's bylaws. Other than the directors constituting the initial Board, who are designated by these Articles, the directors shall be elected by the existing directors of the corporation in the manner and for the term provided in the bylaws of the corporation.

The name and street address of the persons constituting the initial Board are:

<u>NAME</u>	<u>ADDRESS</u>
Lynn Fritchman	3033 E. Rivernest Drive, Boise, Idaho 83706
Matt J. Howard	216 W. State Street, Boise, Idaho 83702
Jan Zimmerman	602 Chicago Street, Nampa, Idaho 83686

ARTICLE IX DISTRIBUTION ON DISSOLUTION

Upon dissolution of the corporation, the Board 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 in such manner as the Board shall determine. Any such assets not so distributed shall be distributed by the district court in the county in which the principal office of the corporation is then located, to such organizations as the court shall determine to be consistent with the purposes of the corporation.

ARTICLE X INCORPORATORS

The names and street addresses of the incorporators of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Lynn Fritchman	3033 E. Rivernest Drive, Boise, Idaho 83706
Matt J. Howard	216 W. State Street, Boise, Idaho 83702
Jan Zimmerman	602 Chicago Street, Nampa, Idaho 83686

ARTICLE XI BYLAWS

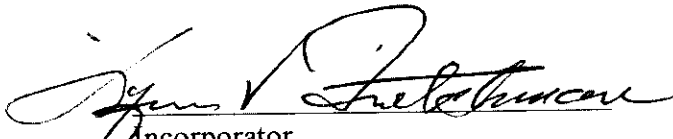
Provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws.

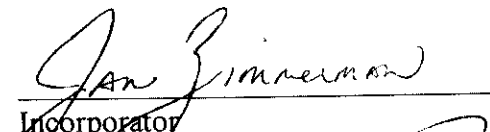
The Board of the corporation shall be authorized to amend the corporation's bylaws at a properly noticed special or regular meeting of the Board.


ARTICLE XII
MISCELLANEOUS

All references in these Articles to sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of subsequent internal revenue laws of the United States.

DATED this 20 day of October, 1998


Incorporator


Incorporator


Incorporator