

**ARTICLES OF INCORPORATION  
FOR  
SUN VALLEY LABS, INC.**

**FILED/EFFECTIVE**  
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SECRETARY OF STATE  
STATE OF IDAHO

The undersigned, acting as incorporators of a corporation under the Idaho Nonprofit Corporation Act, adopt the following articles of incorporation:

**ARTICLE I  
NAME OF THE CORPORATION**

The name of the corporation shall be SUN VALLEY LABS, INC. (the "Corporation").

**ARTICLE II  
STATEMENT OF NONPROFIT STATUS AND EXISTENCE**

The Corporation is a nonprofit corporation and shall have perpetual existence.

**ARTICLE III  
PURPOSES OF THE CORPORATION**

This Corporation is organized exclusively for charitable within the meaning of Internal Revenue Section 501(c)(3), as amended, or the corresponding provisions of any future law. Specially, the Corporation is organized to promote animal adoption programs, programs related to the prevention of cruelty to animals, to enhance the appreciation art in public places, to further the well-being of the community through art, for the benefit of the Animal Shelter of the Wood River Valley, a nonprofit corporation and to provide such other and further activities and programs as the Board may deem appropriate. The Corporation may own real property to accomplish its purposes.

**ARTICLE IV  
REGULATION OF INTERNAL AFFAIRS**

Provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are as follows:

1. Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III

IDAHO SECRETARY OF STATE

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above.

2. Legislative and Political Activities. The Corporation shall not (i) devote more than an insubstantial part of its activities to or attempting to influence legislation by propaganda or otherwise, (ii) directly or indirectly 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, or (iii) have objectives or engage in activities which characterize the Corporation as an "action" organization as defined in regulations under Internal Revenue Code Section 501 (c)(3), as amended, or the corresponding provisions of any future law.

3. Prohibited 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)(3) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law).

4. Distribution of Assets on Dissolution. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed in accordance with Internal Revenue Code Section 501(c)(3), as amended, or the corresponding provisions of any future law (i) for one or more exempt purposes, (ii) to the Federal government for a public purpose, or (iii) to a state or local government for a public purpose.

## **ARTICLE V INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 271 Second Avenue North, Ketchum, Idaho 83340, and the name of its official registered agent at such address is Lyn Stallard.

## **ARTICLE VI INITIAL BOARD OF DIRECTORS**

The Board of Directors shall consist of no fewer than three (3) persons. The name and addresses of the persons who are to serve as the initial Directors are:

<b>NAME</b>	<b>ADDRESS</b>
Teresa M. Tokar	P.O. Box 3149 Sun Valley, Idaho 83353
John G. Hays	P.O. Box 3149 Sun Valley, Idaho 83353
Lyn Stallard	P.O. Box 550 Ketchum, Idaho 83340
Terry Tischer	P.O. Box 6039 Ketchum, Idaho 83340

**ARTICLE VII**  
**MAILING ADDRESS OF CORPORATION**

The mailing address of the corporation is P.O. Box 2214, Sun Valley, Idaho 83353.

**ARTICLE VIII**  
**MEMBERS**

The Corporation does not have voting members.

**ARTICLE IX**  
**INCORPORATOR**

The name and addresses of the incorporators are:

<b>NAME</b>	<b>ADDRESS</b>
Teresa M. Tokar	P.O. Box 3149 Sun Valley, Idaho 83353
John G. Hays	P.O. Box 3149 Sun Valley, Idaho 83353
Lyn Stallard	P.O. Box 550 Ketchum, Idaho 83340
Terry Tischer	P.O. Box 6039 Ketchum, Idaho 83340

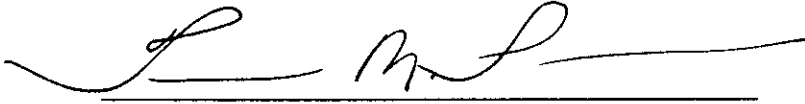
**ARTICLE X**  
**BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

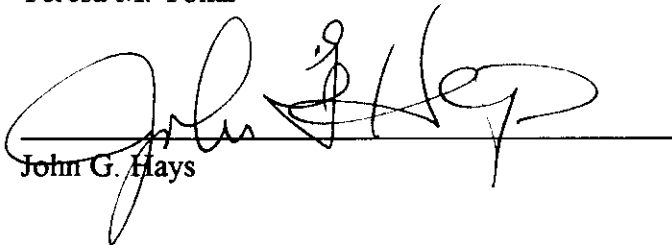
The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

Dated: July 6, 2000

Signitures of all incorporators:

A handwritten signature in cursive script, appearing to read 'T. Tokar', written over a horizontal line.

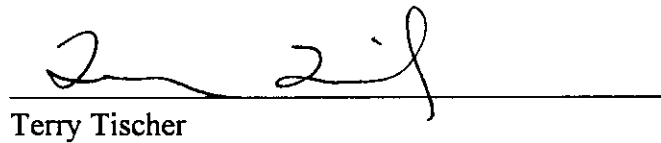
Teresa M. Tokar

A handwritten signature in cursive script, appearing to read 'John G. Hays', written over a horizontal line.

John G. Hays

A handwritten signature in cursive script, appearing to read 'Lyn Stallard', written over a horizontal line.

Lyn Stallard

A handwritten signature in cursive script, appearing to read 'Terry Tischer', written over a horizontal line.

Terry Tischer