

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

CONRAD STRAYS, INC.

04 MAY 28 PM 3: 12

**SECRETARY OF STATE
STATE OF IDAHO**

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

ARTICLE I. NAME

The name of the corporation is **CONRAD STRAYS, INC.**

ARTICLE II. NONPROFIT STATUS

Conrad Strays, Inc. is a nonprofit corporation.

ARTICLE III. PERIOD OF DURATION

The period of duration of Conrad Strays, Inc. is perpetual.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The location of Conrad Strays, Inc. is in the City of Middleton, County of Canyon, State of Idaho. The address of the initial registered office is 22141 Lansing Lane, Middleton, Idaho, 83644, and the name of the initial registered agent at this address is Teresa Conrad.

ARTICLE V. PURPOSES

The purposes for which Conrad Strays, Inc. is organized and will be operated are as follows:

A. Charitable and educational purposes, and prevention of cruelty to animals and/or scientific endeavors. Conrad Strays, Inc. is dedicated to rescuing homeless and abandoned pets, fostering and adopting pets to loving homes and offering low cost spaying and neutering. Conrad Strays, Inc. will also work towards public education of the need for spaying and neutering.

B. To exercise all powers granted by law necessary and proper 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.

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ARTICLE VI. LIMITATIONS

No part of the net earnings or the assets of Conrad Strays, Inc. shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that Conrad Strays, Inc. 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 Conrad Strays, Inc. shall be the carrying on of propaganda or otherwise attempting to influence legislation, and Conrad Strays, Inc. shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these articles, Conrad Strays, Inc. 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. At no time shall Conrad Strays, Inc. be controlled directly or indirectly by one or more disqualified persons (as defined in section 4946 of the Internal Revenue Code of 1986), other than Conrad Strays, Inc.s' managers (as defined in section 4946(b) of the Internal Revenue Code of 1986) and other than one or more publicly supported organizations. Conrad Strays, Inc. must act, or is prohibited from acting, as the case may be, so that Conrad Strays, Inc. and any Conrad Strays, Inc.s' managers or other disqualified persons with respect thereto, shall not be liable for any of the taxes imposed by sections 4941, 4942, 4943, 4944, and 4945 of the Internal Revenue Code of 1986. Conrad Strays, Inc. must distribute its income for each taxable year at such time and in such manner as not to subject Conrad Strays, Inc. to tax under section 4942. Conrad Strays, Inc. is prohibited from engaging in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code of 1986. Conrad Strays, Inc. is prohibited from retaining any excess business holdings as defined in section 4943(c) of the Internal Revenue Code. Conrad Strays, Inc. is prohibited from making any investments in such a manner as to subject Conrad Strays, Inc. to tax under section 4944 of the Internal Revenue Code of 1986. Conrad Strays, Inc. is prohibited from making any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986.

ARTICLE VII. NO MEMBERS

Conrad Strays, Inc. shall have no members.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of Conrad Strays, Inc. shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than seven (7) individuals. The actual number of Directors shall be fixed by the Bylaws of Conrad Strays, Inc. The initial Board of Directors is set forth below. Each Director shall serve for a term of four (4) years. Before or after the expiration of a Director's term, or in the event of the death, incapacity, resignation, or refusal to serve of any Director, the remaining Directors shall appoint, by majority vote, a successor Director. A Director may succeed himself if appointed by the remaining Directors. If there are no Directors due to the expiration of terms, death, incapacity, refusal to serve, or resignation of the Directors, or

for any other reason, then any person may petition any Judge of any District Court of the State of Idaho for appointment of a Board of Directors, and the Judge so petitioned shall appoint a Board of Directors. The decision of the Judge shall be binding upon all parties and shall not be subject to review or appeal.

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

<u>NAME</u>	<u>ADDRESS</u>
Teresa Conrad	22141 Lansing Lane Middleton, Idaho 83644
Dave Conrad	22141 Lansing Lane Middleton, Idaho 83644
Dr. Roseann Sabol, DVM	1590 East 5 th North Mountain Home, Idaho 83647

ARTICLE IX. DISTRIBUTION ON DISSOLUTION

Upon dissolution of Conrad Strays, Inc. the Board of Directors shall, after paying or making provision for the payment of all liabilities of Conrad Strays, Inc. distribute all the assets of Conrad Strays, Inc. consistent with the purposes of Conrad Strays, Inc. to such organization or organizations as shall at the 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 Conrad Strays, Inc. is then located, exclusively for such purposes or to such organizations as such court shall determine to be consistent with the purposes of Conrad Strays, Inc.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator is Teresa Conrad, 22141 Lansing Lane, Middleton, Idaho, 83644.

ARTICLE XI. BYLAWS

Provisions for the regulation of the internal affairs of Conrad Strays, Inc. shall be set forth in the Bylaws.

DATED this 28th day of May, 2004.

Teresa Conrad
Teresa Conrad

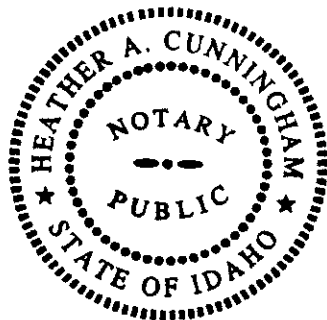
Dave Conrad
Dave Conrad

Dr. Roseann Sabol, DVM

STATE OF IDAHO)
) ss
County of Ada)

On this 28th day of May, 2004, before me, Heather A. Cunningham, a Notary Public in and for said State, personally appeared TERESA CONRAD, known or identified to me to be one of the incorporators of CONRAD STRAYS, INC., that she signed the foregoing document as said incorporator of the corporation and that the statements therein contained are true.

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

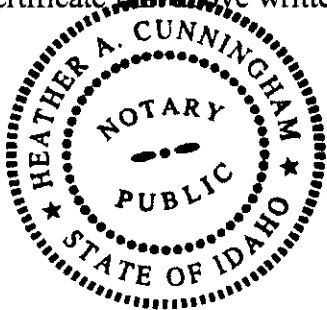


Heather A. Cunningham
Notary Public for Idaho
Residing at: B&S, ID
Commission Expires: 3.12.2009

STATE OF IDAHO)
) ss
County of Ada)

On this 28th day of May, 2004, before me, Heather A. Cunningham, a Notary Public in and for said State, personally appeared DAVE CONRAD, known or identified to me to be one of the incorporators of CONRAD STRAYS, INC., that he signed the foregoing document as said incorporator of the corporation and that the statements therein contained are true.

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

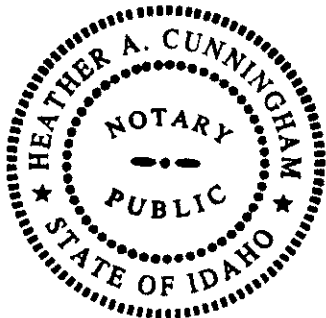


Heather A. Cunningham
Notary Public for Idaho
Residing at: Bose, ID
Commission Expires: 3.12.2009

STATE OF IDAHO)
) ss
County of Ada)

On this 28th day of May, 2004, before me, Heather A. Cunningham, a Notary Public in and for said State, personally appeared DR. ROSEANN SABOL, DVM, known or identified to me to be one of the incorporators of CONRAD STRAYS, INC., that she signed the foregoing document as said incorporator of the corporation and that the statements therein contained are true.

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



Heather A. Cunningham
Notary Public for Idaho
Residing at: Bose, ID
Commission Expires: 3.12.2009