

**FILED EFFECTIVE**

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**Articles of Incorporation  
of  
Toby's Fund, Inc.**

SECRETARY OF STATE  
STATE OF IDAHO

In compliance with the requirements of the "Idaho Nonprofit Corporation Act," Idaho Code §§ 30-3-1, et seq., the undersigned, who is of lawful age, has this day voluntarily associated for the purpose of forming a corporation not for profit, and does hereby certify as follows:

**ARTICLE I - NAME**

The name of the corporation is "Toby's Fund, Inc."

**ARTICLE II - DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III - PURPOSES**

This corporation is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, including but not limited to providing public input and capital support for the care and treatment of horses that would otherwise be shipped to be slaughtered and the transaction of any lawful activity consistent with the foregoing purposes.

**ARTICLE IV – MEMBERS**

The corporation shall not have members.

**ARTICLE V – INITIAL REGISTERED OFFICE**

The initial registered office of the corporation is located at 14340 Salmon River Road, Caldwell, Idaho 83607.

**ARTICLE VI – INITIAL REGISTERED AGENT**

The initial registered agent of the corporation, whose address is the same as that of the initial registered office of the corporation is Shannon L. Marshall.

## **ARTICLE VII - BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a Board of Directors. The number of members of such Board of Directors shall be fixed from time to time in accordance with the Bylaws, but at no time shall the Board of Directors have less than three (3) members. The names and addresses of the persons who are to act as the initial Board of Directors of the corporation, to serve until their successors have been selected, are:

Shannon L. Marshall  
14340 Salmon River Road  
Caldwell, Idaho 83607

Teresa Conrad  
22141 Lansing Road  
Middleton, Idaho 83644

Scott Marshall  
14340 Salmon River Road  
Caldwell, Idaho 83607

Joanne K. Falk  
161 Royal London Court  
Thousand Oaks, California 91361

The selection process for Directors (other than the members of the Board of Directors who are designated above) as well as Director terms, removal and duties, shall be provided for in the Bylaws of the corporation.

## **ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator of the corporation are as follows:

Shannon L. Marshall  
14340 Salmon River Road  
Caldwell, Idaho 83607

## **ARTICLE IX - DISSOLUTION**

The corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the members of the Board of Directors of the corporation then fixed by the Bylaws, entitled to vote such vote being taken at a meeting of the Board of Directors called for that purpose, or upon the written consent of all members of the Board of Directors of the corporation. Upon the dissolution or other termination of the corporation, no part of the property of the corporation, nor any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any of the Directors of the corporation, but all such property and proceeds shall, subject to the discharge of valid obligations of the corporation and to applicable provisions of law, be distributed then as directed by the Board of Directors of the corporation, to or among any one or more corporations, trusts, community chests, funds or foundations described in § 501(c)(3) of the Internal Revenue Code or any successor provisions. Any such assets not so disposed of shall be disposed of by the District Court of the district in which the principal office of the corporation is then located,

exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable purposes under § 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE X - AMENDMENTS**

Amendments to these Articles shall require the affirmative vote of two-thirds (2/3) of the members of the Board of Directors of the corporation then in office voting at a special meeting of the Board of Directors called for that purpose in accordance with Idaho Code § 30-3-91.

#### **ARTICLE XI - RESTRICTIONS**

Pecuniary profit is not the object or purpose of this corporation. The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The property of the corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director or officer thereof or to the benefit of any private person.

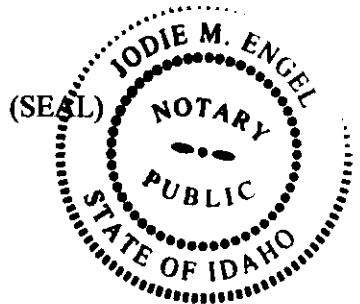
IN WITNESS WHEREOF, the undersigned incorporator of said Corporation has executed these Articles of Incorporation effective as of the 6th day of November, 2013.

Shannon L. Marshall  
Shannon L. Marshall

STATE OF IDAHO )  
COUNTY OF Canyon )  
: ss.  
)

On this 12 day of November, 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared Shannon L. Marshall, known or identified to me to be the person whose name is subscribed in the 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.



Jodie M Engel  
Notary Public for Idaho  
Commission expires: 12/5/13