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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION OF

THE NIGEL COMPANION ANIMAL FOUNDATION, INC.

In compliance with the requirements of the "Idaho Nonprofit Corporation Act," Idaho Code §§ 30-3-1, et seq., the undersigned, all of whom are of lawful age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit, and do hereby certify as follows:

ARTICLE I - NAME

The name of the corporation is THE NIGEL COMPANION ANIMAL FOUNDATION, INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSES

The purposes for which the corporation is founded are for providing emergency veterinary care and treatment for animals whose owners lack the financial resources to provide needed care and treatment and the transaction of any lawful activity, except as otherwise restricted herein.

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.

ARTICLE IV - MEMBERS

The corporation shall not have members.

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ARTICLE V - REGISTERED OFFICE

The registered office of the corporation is located at 5019 N Sawyer Avenue, Garden City, ID 83714.

ARTICLE VI - REGISTERED AGENT

The registered agent of the corporation, whose address is the same as that of the registered office of the corporation is Jeff Brouman.

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 by the Bylaws, but at no time shall the board be less than three (3) members nor more than nine (9) 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:

Joel B. Server 324 Parkway Drive, Boise, ID 83706

Ken Lamson c/o U.S. Bank, 101 S Capitol Boulevard, Boise, ID 83702

Alex Westfall 901 W. Bannock, Boise, Idaho 83702

The selection process for board members, as well as their terms, removal and duties, shall be provided for in the Bylaws of the corporation.

ARTICLE VIII - INCORPORATORS

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

Scott A. Tschirgi, P.O. Box 1097, Boise, ID 83702.

ARTICLE IX - DISSOLUTION

The corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the Board of Directors of the corporation pursuant to 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, 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.

ARTICLE X - AMENDMENTS

Amendments to these Articles shall require the affirmative vote of majority 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 § 30-3-90.

ARTICLE XI - ORGANIZATION

The affairs of the corporation shall be managed by its board of directors, and a majority of the number of directors then fixed by the Bylaws, excluding vacancies, shall constitute a quorum; provided, however a quorum shall not be less than one third (1/3) of the number of directors then fixed by the Bylaws. The officers of the corporation shall be a President, Vice-President, a Secretary and a Treasurer, and such other officers as may be provided for in the Bylaws.

ARTICLE XII - RESTRICTIONS


This organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or of corresponding section of any future federal tax code. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be in the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or convene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activity not permitted to be carried on (by organization exempt from Federal Income Tax Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (d) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XIII - FUNDING

In order to carry out its purposes, the corporation shall be funded primarily by private donations of money, goods, or services from members of the public, including individuals, corporations, clubs, associations and other organizations. When appropriate, the corporation may

also receive funding in the form of money, goods, or services from federal, state and local governments as long as the receipt of such funds does not violate any law or cause the corporation to lose its tax-exempt status under the United States Internal Revenue Code then in effect.

IN WITNESS WHEREOF, the undersigned incorporator, Scott A. Tschirgi of said Corporation has executed these Articles of Incorporation this 28th day of June, 2006.



Scott A. Tschirgi