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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WAGGIN' TAILS RESCUE, INC.

SECRETARY OF STATE  
STATE OF IDAHO

We, the undersigned, being natural persons of the age of twenty-one years or more and acting as incorporators under the laws of the State of Idaho as they apply to Non-Profit Corporations, do hereby adopt the following Amended and Restated Articles of Incorporation.

ARTICLE I

The name of the corporation shall be WAGGIN' TAILS RESCUE, INC., and its duration shall be perpetual.

ARTICLE II

WAGGIN' TAILS RESCUE, INC., is a non-profit corporation organized exclusively for charitable, educational and/or scientific purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law, and for the specific purpose to rescue, provide sanctuary, and ultimately to re-home abandoned, stray and neglected dogs found in Minidoka County, Idaho and surrounding areas and public education for animal welfare issues to end unnecessary euthanasia.

It is the purpose of this corporation to provide assistance; consistent with the purposes set forth herein, to individuals and organizations in such a manner as to supplement but not compete with the programs, policies or goals of those individuals or other like organizations.

ARTICLE III

The corporation shall have only one class of members, which members shall be voting members. Management of the corporation's affairs shall be vested in a Board of

Directors comprised of three members. The names, representations, and terms of the incorporators and directors who shall constitute the first initial Board of Directors of WAGGIN' TAILS RESCUE, INC., shall be:

NAME:	ADDRESS:	TERM:
Ann H. Solosabal	702 18 <sup>th</sup> Street, Rupert, ID 83350	3
Deborah F. Hopkins	1015 "I" Street, Rupert, ID 83350	3
Lisa Smith	330 N. Wilson Ave., Oakley, ID 83346	3

Said directors shall hold office until replaced as hereinafter provided.

#### ARTICLE IV

The name of the registered agent and the address of the corporation's principal place of business are:

Registered Agent:	Deborah F. Hopkins
Address:	1015 "I" Street Rupert, Idaho 83350

#### ARTICLE V

The members of this corporation shall be individuals or organizations who express a desire to advance the corporate purposes. The members of the corporation shall not be personally liable for the debts, liabilities or obligations of the corporation, and the corporation shall not have the authority to authorize assessments to be levied upon members.

#### ARTICLE VI

Election of the directors and officers, and the annual meeting of the corporation shall be conducted as provided in the Bylaws of the corporation as adopted. The Board of Directors shall consist of three members referred to above at ARTICLE III.

#### ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors, officers, or other private persons, except that the corporation shall

be authorized and empowered to pay reasonable compensation for services rendered, and to make payment and distribution in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of the corporation shall be to carry on propaganda or otherwise attempt to influence legislation, and the corporation shall not participate or intervene in any political campaign, including publication or distribution of statements on behalf of any candidate for public office, notwithstanding any other provisions of these articles. Further, the corporation shall not conduct any other activities which are not permitted to be conducted by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE VIII

The corporation shall distribute its income for each taxable year at such a time and in such a manner that it does not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal Tax Law.

#### ARTICLE IX

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal Tax Law.

#### ARTICLE X

The corporation shall not make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal Tax Law.

## ARTICLE XI

The corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent Federal Tax Law.


## ARTICLE XII

In the event the corporation is dissolved the Board of Directors, after applying or making provisions for payment of all the liabilities of the corporation, shall dispose of all of the assets of the corporation, exclusively for the purposes of the corporation in such a manner, or to such organization or organizations which are organized and operated exclusively for the educational or training purposes established by this corporation, and which qualify at the time as an exempt organization or organizations under Sections 501(c)(3) of any future United States Internal Revenue Law as the Board of Directors shall determine. Any such assets which are not so disposed of shall be subject to distribution by the District Court of the county 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 are organized and operated exclusively for such purposes.

ADOPTED AND EXECUTED this 24<sup>th</sup> day of February, 2011.

  
Ann H. Solosabal

  
Deborah F. Hopkins

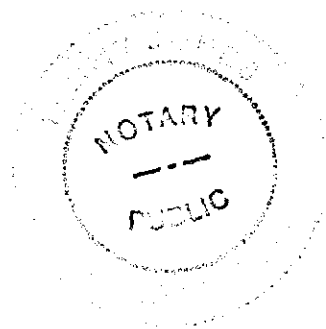
  
Lisa Smith

STATE OF IDAHO )  
 ) ss.  
County of Minidoka. )

On this 24 day of February, in the year of 2011, before me the undersigned notary public in and for said state, personally appeared Ann Solosabal, being one of the Directors of Waggin' Tails Rescue, Inc., known or identified to me to be the person whose names is subscribed to the within 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 first above written.

(SEAL)



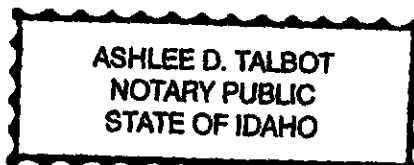
Jammy Jones  
Notary Public  
Residing at Rupert, Idaho  
My Commission expires 11-4-2011

STATE OF IDAHO )  
 ) ss.  
County of Minidoka. )

On this 24th day of February, in the year of 2011, before me the undersigned notary public in and for said state, personally appeared Deborah F. Hopkins and Lisa Smith, being Directors of Waggin' Tails Rescue, Inc., known or identified to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

(SEAL)



Ashlee D Talbot  
Notary Public  
Residing at Minidoka, Heyburn  
My Commission expires 12/7/2016

CERTIFICATE OF AMENDED AND  
RESTATE ARTICLES OF INCORPORATION  
OF WAGGIN' TAILS RESCUE, INC.

The Amended and Restated Articles of Incorporation of Waggin' Tails Rescue, Inc. were duly adopted at a regular meeting of the Board of Directors of Waggin' Tails Rescue, Inc., on February 24, 2011. The Board of Directors by unanimous vote adopted the Amended and Restate Articles of Incorporation attached hereto and requested the attorney for the corporation to file the same with the Secretary of State.

The Restatement does not contain any amendments to the articles requiring approval by the members of the corporation or any other person other than the Board of Directors.

DATED: February 24, 2011.

WAGGIN' TAILS RESCUE, INC.

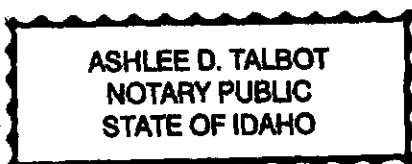
By: Deborah F. Hopkins  
Deborah F. Hopkins

STATE OF IDAHO           )  
                                  ) ss.  
County of Minidoka.    )

On this 28th day of February, 2011, before me the undersigned notary public in and for said state, personally appeared Deborah F. Hopkins, known to me to be the president of the corporation that executed the instrument, and acknowledged to me that such corporation executed the same.

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

(SEAL)



Ashlee D. Talbot  
Notary Public  
Residing at Minidoka  
My Commission expires 12/7/2016