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ARTICLES OF INCORPORATION

STATE OF IDAHO

OF

BUHL ANIMAL SHELTER, INC.

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

Article I. Name

The name of the Corporation is Buhl Animal Shelter, Inc.

Article II. Nonprofit Status

The Corporation is a nonprofit corporation.

Article III. Period of Duration

The period of duration of the Corporation is perpetual.

Article IV. Registered Office and Agent

The location of the Corporation is in the City of Buhl, County of Twin Falls, and in the State of Idaho. The address of the initial registered office is 201 11th Avenue South, Buhl, Idaho 83316, and the name of the initial registered agent at this address is D. J. Oglesbee.

Article V. Purposes

The purposes for which the Corporation is organized and will be operated are as follows:

A. To establish, maintain and promote the general community welfare, education, recreation, and the social interest of the west end of the Magic Valley as it respects the health, care and protection of animals.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

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1 C. To exercise all powers granted by law necessary and proper to carry out
2 the foregoing purposes, including, but not limited to, the power to accept donations of
3 money, property, whether real or personal, or any other things of value. Nothing herein
4 contained shall be deemed to authorize or permit the Corporation to carry on any business
5 for profit, to exercise any power, or to do any act that a corporation formed under the Act,
6 or any amendment thereto or substitute therefor, may not at that time lawfully carry on or
7 do.

8 **Article VI. Limitations**

9 No part of the net earnings or the assets of the Corporation shall inure to the
10 benefit of, or be distributable to, its members, directors, officers, or other private persons
11 except that the Corporation shall be authorized and empowered to pay reasonable
12 compensation for services rendered and to make payments and distributions in fur-
13 therance of the purposes set forth in Article V hereof. No substantial part of the activities
14 of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to
15 influence legislation, and the Corporation shall not participate in, or intervene in (including
16 the publishing or distribution of statements) any political campaign on behalf of any
17 candidate for public office. Notwithstanding any other provisions of these Articles, the
18 Corporation shall not carry on any other activities not permitted to be carried on by a
19 corporation exempt from federal income tax under Section 501(c)(3) of the Internal
20 Revenue Code of 1986, as amended from time to time.

21 **Article VII. Members**

22 The Corporation shall have members who shall have such rights as are
23 provided in the Act that are consistent with the management authority that these Articles
24 grant the Board of Directors of the Corporation. Any person may become a member of
25 the Corporation upon payment of the annual dues fixed by the Board of Directors and
26 satisfaction of the rules pertaining to membership as fully discussed in the Bylaws.

27 **Article VIII. Board of Directors**

28 The affairs of the Corporation shall be managed by its Board of Directors.
29 The number of Directors serving on the Board of Directors shall be fixed in accordance
30 with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be a
31 member of the Corporation. Other than the Directors constituting the initial Board of
32 Directors, who are designated in these Articles, the Directors shall be elected by the
33 members of the Corporation in the manner and for the term provided in the Bylaws of the
34 Corporation.

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

<u>NAME</u>	<u>ADDRESS</u>
Greg Thompson	300 Main Street Buhl ID 83316
Barbara Aldrich	3505 North 1600 East Buhl ID 83316
Sharon Williams	4565 North 1100 East Buhl ID 83316
D. J. Oglesbee	224 8 th Avenue North Buhl ID 83316
Jennifer Twiss	1529 East 4250 North Buhl ID 83316

Article IX. Membership Dues

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

Article IX. Distribution on Dissolution

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

Article XI. Incorporator

The name and street address of the incorporator is D. J. Oglesbee, 224 8th Avenue North, Buhl, Idaho 83316.

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2 **Article XII. Bylaws**

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

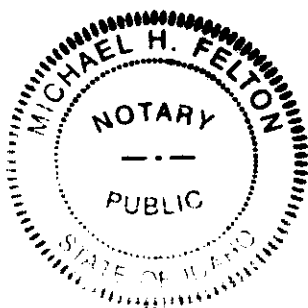
5 The Corporation's Bylaws may be amended by a majority vote of the
6 membership at a properly noticed special or regular meeting of the membership.

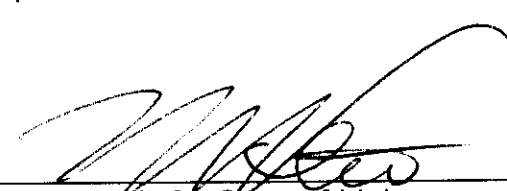
7 DATED This 28 day of April, 2004.

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9 _____
10 D. J. OGLESBEE

11
12 STATE OF IDAHO)
13 : ss
14 County of Twin Falls)

15 I, Michael H. Felton, a notary public, do hereby certify that on this 28th
16 day of April, 2004, personally appeared before me D. J. OGLESBEE, who affirmed and
17 declared that she is the incorporator of Buhl Animal Shelter, Inc., that she signed the
18 foregoing instrument as incorporator of the corporation, and that the statements therein
19 contained are true.





Notary Public for State of Idaho
Residing at Buhl, Idaho
My Commission Expires: 09/29/2009