

State of Idaho

Department of State

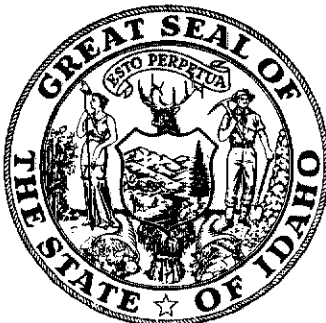
CERTIFICATE OF INCORPORATION OF

THE HUMANE SOCIETY OF THE UPPER VALLEY, INC.
File number C 114032

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of THE HUMANE SOCIETY OF THE UPPER VALLEY, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 7, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Delaney*

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STATE OF IDAHO

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SECRETARY OF STATE
STATE OF IDAHO

ARTICLE OF INCORPORATION
OF
THE HUMANE SOCIETY OF THE UPPER VALLEY, INC.

KNOW ALL PEOPLE BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated and pursuant to the provisions of Section 30-3-1 through 30-3-145 of the Idaho Code, and all acts amendatory thereto and supplemental thereof, do hereby certify as follows:

ARTICLE I

The name of the corporation is The Humane Society of the Upper Valley, Inc..

ARTICLE II

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof. The purposes for which this corporation is created are charitable, and educational, and shall never include pecuniary profits, gain or private advantage for the incorporators, trustees, officers, agents, or for the corporation. The purposes for which said corporation is formed:

A. To educate the public about animal overpopulation, to teach the public about the importance of spaying and neutering their pets, to reduce the needless killing of millions of pets every year, to provide a means at every opportunity to help people spay and neuter their pets through low-cost spay and neuter programs and spay and neuter assistance programs, to establish shelters and centers for the care of animals, to care for unwanted or abandoned animals, to educate the public about humane treatment of

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animals, to alleviate the suffering of animals, to provide a means for prevention of cruelty to animals, to investigate the abuse of animals, to solicit funds for the above purposes, and in all other ways possible to encourage both young and old to engage in the kind treatment of all animals.

B. To generally engage in, conduct, promote, support, or contribute to, any activities, projects, businesses, or endeavors whose purposes are solely charitable, or educational and which do not in any way contemplate pecuniary gain or profit.

C. To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

D. No part of the net earnings of the corporation shall inure to the benefit of any member, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, officer of the corporation or private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

E. Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

F. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE III

As a means of accomplishing the foregoing proposes, the corporation shall have the following powers:

A. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree of otherwise, for any of its objects and purposes, any property, both real and personal, or whatever kind, nature, or description and wherever situate and to sell, convey and dispose of any such property or funds and to invest or reinvest the principal thereof in such manner as it may see fit and to deal with and expend the income therefrom or any principal for any of the purposes of the corporation without limitation, except such limitations, if any, as may be contained in any instrument under which any property is received, and any limitations under the laws of the State of Idaho regulating the powers of non-profit

corporations, providing that such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

B. To receive any property, real or personal, in trust under the terms of any Will, Deed of Trust, or any other trust instrument for the purposes of this corporation and in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which any property is received, including the expenditure of principal as well as income for such purposes if authorized or directed in such trust instrument.

C. To acquire by purchase or lease, or otherwise, land and interest in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, or improve any buildings or structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures and any part of any buildings or other structures of any kind owned or held by the corporation.

D. To receive, take title to, own, hold, use, invest and reinvest its funds in such stocks, common or preferred, bonds, debentures, mortgages and in such other securities and properties as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided that such limitations and conditions are not in conflict with the provisions of Section

501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

E. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.

F. To appoint agents, subagents and enter into all necessary contracts with agents and subagents.

G. To borrow money and otherwise incur indebtedness in the manner provided for in the by-laws of the corporation and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments and all other instruments and contracts for the payment of money, negotiable or non-negotiable, and whether secured or unsecured.

H. To convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal; to lend money; to sue and to be sued; to conduct its affairs in the State of Idaho.

I. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax exempt purposes of the corporation, and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or, as they may hereafter be

amended, and by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The current location and post office address of the registered offices of the corporation shall be: The Humane Society of the Upper Valley, Inc., c/o Karyn Johnson, 480 Bob-O-Link, Idaho Falls, ID 83401.

ARTICLE VI

The Board of Directors of the corporation shall consist of such number of directors as shall be provided in the By-Laws, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that in no event shall the number of directors be less than five (5) nor more than fifteen (15), and the directors shall be elected for such terms as shall be provided for in the By-Laws. The names of the initial directors are attached hereto as Exhibit A.

ARTICLE VII

This corporation is organized without capital stock. The voting power and property rights and interests of the members of this corporation shall be determined upon the following basis, to-wit:

A. The voting power of the members shall be equal and each member shall have one vote unless otherwise stated in the by-laws for the purpose of elections.

B. Members shall have no rights or interests in the property of the corporation, the property of the corporation being dedicated exclusively to charitable, or educational purposes as hereinabove set forth.

C. The membership of this corporation shall be extended to any persons interested in the prevention of cruelty to animals in line with the purpose of this corporation as set forth in Article II, Section A above.

D. Any eligible person may apply for membership and upon approval of such application by the Board of Directors, or by any officer designated by said Board of Directors to pass on applicants for membership, and upon payment of the membership fees as may be fixed by the Board of Directors such applicant shall become a member and shall be entitled to a membership certificate.

E. The rights and interests of all members shall be equal and no member shall have or acquire a greater interest than any other member. Said memberships shall not be assigned or transferred.

F. No member shall be liable for any debt or obligation of the corporation.

ARTICLE VIII

The corporation may provide in its By-Laws the terms and conditions upon which, and the time when, membership may cease; the mode, manner and effect of the expulsion or suspension of a member; the method, time and manner of withdrawal; the rights of members to vote by proxy or by mail; and any other thing in furtherance of, but not in conflict with these Articles.

ARTICLE IX

The names and addresses of the incorporators are as follows:

Linda Basinger	2100 Heather Lane Ammon, Idaho 83406
Erin Hodges	279 N. Contor Idaho Falls, Idaho 83401
Aaron Johnson	480 Bob-O-Link Idaho Falls, Idaho 83401
Karyn Johnson	480 Bob-O-Link Idaho Falls, Idaho 83401
Sylvia Medina	287 3rd Street Idaho Falls, Idaho 83404
Jared Smith	4440 Natalie Idaho Falls, Idaho 83401
Georgiann Wheeler	770 N. Skyline Idaho Falls, Idaho 83402
Gwen M. Wheeler	770 N. Skyline Idaho Falls, Idaho 83402

ARTICLE X

These articles may be amended by a two-thirds vote of the members of said corporation attending any regular or special meeting called for that purpose.

ARTICLE XI

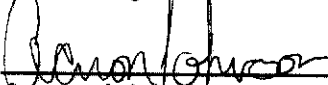
In the event of the dissolution of this association, or in the event it shall cease to exist for the stated purposes, all the property and assets shall be distributed to an organization or agency serving the interest of animals as more specifically set forth in Article II, Section A above which has been granted exemption from the Federal Income

Revenue Code of 1954, or to a local, state, or Federal Government for exclusively public purposes.

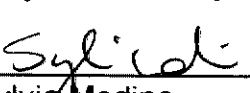
Under no circumstances shall any of the property or assets of this association during the existence and/or upon the dissolution thereof go and be distributed to any officer, member, or subsidiary of this association.

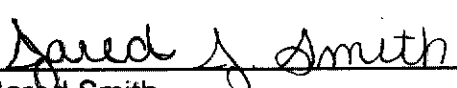
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 1st day of February, 1996.


Erin Hodges


Aaron Johnson



Karyn Johnson


Sylvia Medina


Jared Smith


Georgiam S. Wheeler


Gwen M. Wheeler


Linda Basinger

**1996 Humane Society of the Upper Valley
Board of Directors**

President: Gwen Wheeler
770 N. Skyline
Idaho Falls, ID 82402
(208) 524-6466

Secretary: Bonnie Scheffler
1163 Ada Ave.
Idaho Falls, ID 83402
(208) 524-1475

Vice-President: Karyn Johnson
480 Bob-O-Link
Idaho Falls, ID 83401
(208) 524-2592

Treasurer: Susan Goodwin
2720 Hallon
Idaho Falls, ID 83402
(208) 522-3038

Georgianne Wheeler
770 N. Skyline
Idaho Falls, ID 83402
(208) 524-6466

Sylvia Medina
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(208) 529-8201

Jerri Barber
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Jared Smith
4440 Natalie
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