

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR SUN VALLEY LABS, INC.

FILED
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STATE OF IDAHO

The articles of incorporation for Sun Valley Labs, Inc. dated July 10, 2000 are hereby amended and restated as follows:

The undersigned, acting as the incorporator of a corporation under the Idaho Nonprofit Corporation Act, adopt the following articles of incorporation:

Article I
Name of the Corporation

The name of the corporation shall be SUN VALLEY LABS, INC. (the "Corporation").

Article II
Statement of Nonprofit Status and Existence

The Corporation is a nonprofit corporation and shall have perpetual existence.

Article III
Purposes of the Corporation

This Corporation is organized for charitable purposes within the meaning of Internal Revenue Section 501(c)(3), as amended, or the corresponding provisions of any future law. Specially, the Corporation is organized to and operated exclusively for charitable and educational purposes as well as to promote animal adoption programs, programs related to the prevention of the cruelty to animals, to enhance the well-being of the community through art and to provide such other and further activities and programs as the Board may deem appropriate. The Corporation may own real property to accomplish its purposes.

Article IV
Regulation of Internal Affairs

Provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are as follows:

1. Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III above.

IDAHO SECRETARY OF STATE

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2. Legislative and Political Activities. The Corporation shall not (i) devote more than an insubstantial part of its activities to or attempting to influence legislation by propaganda or otherwise, (ii) directly or indirectly participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office, or (iii) have objectives or engage in activities which characterize the Corporation as an "action" organization as defined in regulations under Internal Revenue Code Section 501 (c)(3), as amended, or the corresponding provisions of any future law.

3. Prohibited Activities. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law).

4. Distribution of Assets on Dissolution. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed in accordance with Internal Revenue Code Section 501(c)(3), as amended, or the corresponding provisions of any future law (i) for one or more exempt purposes, (ii) to the Federal government for a public purpose, or (iii) to a state or local government for a public purpose.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 271 Second Avenue North, Ketchum, Idaho 83340, and the name of its official registered agent at such address is Lyn Stallard.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Board of Directors shall consist of no fewer than three (3) persons. The name and addresses of the persons who are to serve as the initial Directors are:

NAME	ADDRESS
Teresa M. Tokar	P.O. Box 3149 Sun Valley, Idaho 83353
John G. Hays	P.O. Box 3149 Sun Valley, Idaho 83353
Lyn Stallard	P.O. Box 550 Ketchum, Idaho 83340
Terry Tischer	P.O. Box 6039 Ketchum, Idaho 83340

**ARTICLE VII
MAILING ADDRESS OF CORPORATION**

The mailing address of the corporation is Post Office Box 2214, Sun Valley, Idaho 83353

**ARTICLE VIII
MEMBERS**

The corporation does not have any voting members.

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is John G. Hays, Post Office Box 3149, Sun Valley, Idaho 83353

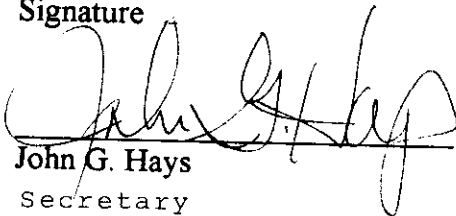
**ARTICLE X
BYLAWS**

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board.

These amended and restated articles were unanimously adopted by the board of directors.

Dated: October 20, 2000

Signature



John G. Hays
Secretary