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State of Idaho

Department of State

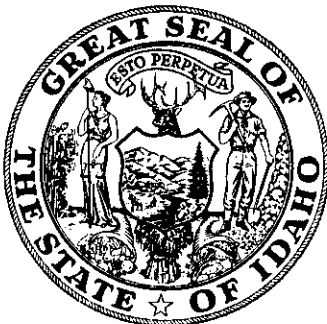
CERTIFICATE OF AMENDMENT OF

THE IDAHO HUMANE SOCIETY AUXILIARY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of THE IDAHO HUMANE SOCIETY AUXILIARY, INC. duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: September 8, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Davies*

SEP 8 / 35 PM '92
SECRETARY OF STATE

RESTATED AND AMENDED ARTICLES
OF INCORPORATION
OF
THE IDAHO HUMANE SOCIETY AUXILIARY, INC.

NOTICE -- AS TO THE ORIGINAL ARTICLES OF INCORPORATION FILED FEBRUARY 22, 1992: Article II is amended and restated as Article III herein; Article III is amended and restated as Article IV herein; Article IV is amended and restated as Article VI herein; Article V is restated as Article VII herein; Article VI is restated as Article XIII herein; Article VII is amended and restated as Article VIII herein and Article VIII is restated as Article XIV herein.

The undersigned, acting as the directors of a non-profit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopt the following Articles of Incorporation for the corporation.

FIRST: The name of the corporation is The Idaho Humane Society Auxiliary, Inc.

SECOND: The following amendments of Articles of Incorporation were adopted by resolution of the directors of the Corporation on Sept 3, 1992, a meeting at which a quorum was present. The following Restated and Amended Articles of Incorporation were then approved by the membership in the manner prescribed by the Idaho Nonprofit Corporation Act, Idaho Code section 30-326 at a meeting of the membership held Sept 3, 1992, at which a quorum was present. The amendments received at least a majority of all votes entitled to be cast.

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. INITIAL REGISTERED OFFICE AND AGENT

The location of this corporation is in the City of Boise, County of Ada, State of Idaho. The address of the initial registered office is 2201 West Boise Avenue, Boise, Idaho, and the name of the registered agent at this address is Mady E. Rothchild.

ARTICLE V. PURPOSES

The purposes for which the corporation is organized and operated include but are not necessarily limited to:

A. Establishment of a foster parent program for the care of injured, sick, orphaned, and otherwise needy animals for the purpose of adopting them into permanent homes after recuperation and/or when they reach an appropriate age.

B. Conduct mobile adoption units for the purpose of placing animals into permanent homes.

C. Educate the public about matters related to the prevention of cruelty to animals, including, but not limited to, responsibilities of pet ownership, importance of the spaying and neutering of dogs and cats, and other animal issues.

D. Continuous development of new programs for the prevention of cruelty to animals and related issues.

E. 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, which purposes shall be exclusively for the benefit of or to carry out the purposes of The Idaho Humane Society Auxiliary, Inc., a nonprofit corporation that qualifies as exempt under such Section 501(c)(3) and is described in Section 509[(a)(1)] or [(a)(2)] of the Internal Revenue Code of 1986, as amended from time to time.

F. To exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any other thing of value. Nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI. RIGHTS

In pursuit of the purposes of the corporation as stated in article v and within the restrictions, provisions, and guidelines of articles x and xi the corporation shall have the following rights:

(a) to act as an extension or auxiliary of the Idaho humane society, Inc., a non-profit corporation, to include, but not be limited to the establishment, management, supervision and control of all donations, contributions and volunteer services acquired or received as a result of solicitations, efforts, and work product of this corporation, and to do any and all things necessary to be done for the care, maintenance and assistance for the animals located at The Idaho Humane Society, Gowen Field, Boise, Idaho or wherever else said shelter may be established, or wherever else said animals may be located.

(b) To acquire the good will, rights and property of any person, firm, association, or corporation, and to pay for the same in cash, stocks, notes, or bonds of this corporation, or otherwise.

(c) To enter into contracts and to incur obligations as are consistent with the objects and purposes of this corporation; but the private property of the officers, directors and volunteers of the corporation shall be exempt from the debts of the corporation, and no officer, director or volunteer shall be individually or collectively liable or responsible for any debts or liabilities of the corporation.

(d) To purchase, own, lease, hold, improve, sell and convey such real estate and to construct, lease maintain thereon such buildings and other improvements, as shall be necessary or proper for conducting the business of this corporation, either within or without the State of Idaho.

(e) To purchase, own, hold, vote, sell or hypothecate the stocks and bonds of other corporations, and to take in the name of this corporation such stocks, bonds, mortgages, notes, deeds, conveyances, or other evidence of indebtedness, ownership, title or security as may be acquired by this corporation in the usual and ordinary transaction of its business.

(f) To obtain licenses for, carry on and promote any business whatsoever which may seem to the Board of Directors of this corporation capable of being carried on in connection with the foregoing objects and purposes, or calculated directly or indirectly to promote the interest of the corporation, or to enhance the value of its property, and generally to have, enjoy, and exercise all the rights, powers and privileges which are now or which may hereafter be conferred upon corporations organized under the laws of the State of Idaho.

(g) To carry out the objects and purposes for which this corporation is formed, as principal, agents or otherwise, to the same extent as natural persons might do.

(h) To conduct the business of this corporation as herein set out at any place or places within the State of Idaho, or in any other State or territory of the United States, as the Board of Directors may from time to time determine.

(i) It is the intention of the incorporators of this organization that the foregoing clauses shall be construed both as objects and powers and the foregoing enumeration of specific powers shall not be construed to limit or restrict in any manner the powers of the corporation, but that said corporation shall have power to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and this to the same extent and as fully as natural persons might or could do.

(j) To engage in civic enterprises with civic and commercial organizations, to conduct educational fairs, expositions, clinics and social functions such as picnics, outings, parties, and to own, maintain and operate a thrift shop or sell goods and wares at any bazaar or other market.

(k) To cooperate with similar societies or groups in advancing and promoting the objects herein set forth, or incident thereto.

(l) To receive and accept any and all donations, gifts and gratuities to be used in carrying out the objects and purposes of the corporation.

ARTICLE VII. MEMBERSHIP

There shall be no authorized capital stock, but membership certificates shall be issued to each member in a form and manner prescribed by the Board of Directors, which membership shall be subject to such regulation as the Bylaws of the corporation may prescribe.

ARTICLE VIII. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than five (5) individuals. The actual number of directors shall be fixed by the Bylaws of the corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be appointed by the Board of Directors of The Idaho Humane Society Auxiliary, Inc., 2201 West Boise Avenue, Boise, Idaho 83706 in accordance with subsections (b) or (e) of Section 30-314 of the Act.

The names and street addresses of the persons constituting the current Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Jennifer C. Lawrence	469 N. 28th #135, Boise ID 83702
Cathy Dutcher	602 Los Luceros, Eagle, ID 83616
Elizabeth Stearns	11658 W. Fairlawn Ct., Boise, ID 83704

ARTICLE IX. DESIGNATION OF PUBLICLY SUPPORTED ORGANIZATIONS.

The only organization that the corporation is (i) operated, supervised, or controlled by, (ii) supervised or controlled in connection with, or (iii) operated in connection with, is The Idaho Humane Society, Inc., Gowen Field, Boise, Idaho. The Idaho Humane Society, Inc. is, therefore, the designated publicly supported organization for purposes of regulations promulgated under Section 509 of the Internal Revenue Code of 1986, as amended from time to time. In the alternative, and in strict compliance with such regulations, in-particular, Section 1.509 (a)-4(d)(4)(i)(a), the Board of Directors may substitute another publicly supported organization or organizations for The Idaho Humane Society, Inc., but only upon that organization's loss of exemption, substantial failure or abandonment of operations, dissolution or occurrence of other like event that is beyond the control of the corporation. Such substituted publicly supported organization or organizations shall be limited to corporations, community chests, funds or foundations which are exempt under Section 501(c)(3) and are not private foundations under Section 509 of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE X. EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its trustees., officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services tendered and to make payments and distributions in furtherance of the the purposes set forth in Article V hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE XI. DISTRIBUTION ON DISSOLUTION.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for 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 the 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 such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the corporation.

ARTICLE XII. BYLAWS.

Provisions for the regulations of the internal affairs of corporation shall be set forth in the Bylaws.

ARTICLE XIII. RIGHTS AND INTERESTS OF MEMBERS

The rights and interests of all members shall be equal, except as provided in Article VII herein. No member can have or acquire a greater interest therein than any other member. Membership certificates cannot be assigned so the transferee thereon can, by such transfer, become a member of this corporation, except by resolution of the Board of Directors, and under such regulations as the Bylaws may prescribe.


ARTICLE XIV. AMENDMENTS TO ARTICLES

The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by the affirmative vote of two-thirds of the members of the Board of Directors present and voting at such meeting, or at any meeting duly called for that purpose; provided that a quorum, as specified in the Bylaws of the corporation or the laws of the State of Idaho, be present.

ARTICLE XV. _____

These restated Articles of Incorporation correctly set forth the corresponding provisions of the Articles of Incorporation as theretofore amended, and these restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

DATED this 3 day of Sept., 1992.



President



Secretary

VERIFICATION

STATE OF IDAHO)
 : ss.
COUNTY OF ADA)

Steven J. Nelson, a Notary Public in and for the said state, do hereby certify that on this 3rd day of September, 1992, personally appeared before me Jennifer C. Lawrence, who being by me first duly sworn, declared that he/she is President of the Idaho Humane Society, Inc., that he/she signed the foregoing document as the President of the corporation, and that the statements therein contained are true

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

Steven J. Nelson
Notary Public for Idaho
Residing at Bow, ID.
Commission Expires 3-17-97