

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

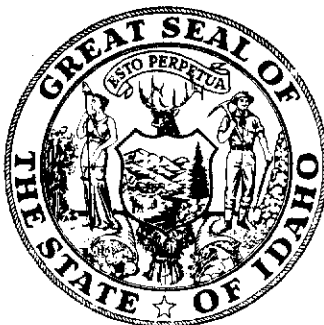
TETON VALLEY HUMANE SOCIETY, INCORPORATED

File number C 117446

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 TETON VALLEY HUMANE SOCIETY, INCORPORATED 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: December 18, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa A. Hartley*

ARTICLES OF INCORPORATION
OF
TETON VALLEY HUMANE SOCIETY, INCORPORATED.

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 Teton Valley Humane Society, Incorporated.

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 Driggs, County of Teton, and in the State of Idaho. The address of the initial registered office is 313 South 200 East, Driggs, Idaho 83422, and the name of the initial registered agent at this address is Julie Robinson.

Article V - Purposes.

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

- A. To promote the humane treatment of all animals; to assist in educating animal owners, future owners and the general public as to the responsible care and treatment of animals; to provide shelter for homeless or abused animals; and to promote the adoption or future well being of such animals.

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IDAHO SECRETARY OF STATE
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STATE OF IDAHO
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- 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).
- C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things 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 any time lawfully carry on or do.

Article VI - Limitations.

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable 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 payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the Corporation shall be for 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

Article VII - No Members.

The corporation shall not have any members.

Article VII - Board of Directors.

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

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

<u>Name:</u>	<u>Address:</u>
Doug Aslin	P. O. Box 648, Victor, Idaho 83455
Tracy Colflesh	P. O. Box 141, Victor, Idaho 83455
Tayloe Piggott	P. O. Box 787, Victor, Idaho 83455
Barbara Zimmer	P. O. Box 6357, Jackson, Wyoming 83002
Julie Robinson	P. O. Box 81, Victor, Idaho 83455
Don Betts	P. O. Box 102, Driggs, Idaho 83422
Jocelyn McCandless	P. O. Box 530, Victor, Idaho 83455

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.

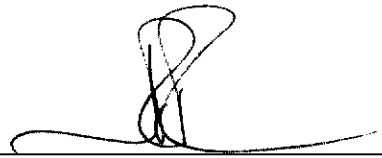
Article X - Incorporator.

The name and street address of the incorporator is Julie Robinson, P. O. Box 81, Victor, Idaho 83455 (Mailing address); 313 South 200 East, Driggs, Idaho 83422 (physical address).

Article XI - 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 of Directors.

DATED this 26th day of November, 1996



Incorporator