

ARTICLES OF INCORPORATION
OF
LEWIS-HARLOW FOUNDATION FOR ALL GOD'S CREATURES, 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 LEWIS-HARLOW FOUNDATION FOR ALL GOD'S CREATURES, INC.

Article II Nonprofit Status

The Corporation is a nonprofit corporation.

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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 Hayden Lake, County of Kootenai, and in the State of Idaho. The address of the initial registered office is 935 West Buckles, Hayden Lake, Idaho 83835, and the name of the initial registered agent at this address is Janis Grossoehme.

Article V Purposes

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

A. Exclusively for 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) which:

1. Support, advance and promote animal welfare and public and private education of animal welfare;
2. Support, advance and promote animal training for such purposes as seeing eye dogs, police dogs, and companion dogs;

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3. Providing crisis assistance and emergency aid to the people of the United States of America and the people of the world;
4. Support, advance and promote any charitable, scientific, literary, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time;

Further, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, directors, 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 above. 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 or in opposition to any candidate for public office. Notwithstanding any other provision 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, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. 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 that time lawfully carry on or do.

Article VI Limitations

The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later

federal tax laws. The corporation will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

Article VII No Members

The corporation shall not have any members.

Article VIII 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 addresses of the persons constituting the initial Board of Directors is:

NAME	ADDRESS
Janis Grossoehme	935 West Buckles, Hayden Lake, Idaho 83835;
Benjamin Prohaska	608 Northwest Boulevard, Third Floor, Coeur d'Alene, Idaho 83816;
Monica Kurtz	311 South State College, Anaheim, CA 92806.

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 address of the incorporator is Janis Grossoehme, 935 West Buckles, Hayden Lake, Idaho 83835.

Article XII 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.

These Articles of Incorporation of LEWIS-HARLOW FOUNDATION FOR ALL GOD'S CREATURES, INC. shall be and are hereby adopted on this 1 day of October, in the year 1998.


JANIS GROSSOEHME
Incorporator