

**Articles of Incorporation
Of
T.L.C. Animal Rescue Company
(A Non-Profit Corporation)**

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SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL PERSONS BY THESE PRESENTS, that we, the undersigned, all of whom are citizens and residents of the United States and over the age of eighteen years do hereby execute and make the following Articles of incorporation for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Idaho, namely Title 30, Chapter 3 of the Idaho Code, and we do hereby certify:

ARTICLE 1: NAME

The name of this corporation shall be T.L.C. ANIMAL RESCUE COMPANY.

ARTICLE II: PURPOSES

The purpose for which the corporation is organized is to receive and maintain gifts of money and property, to distribute money and property for capital expenditures on animals rescue and equipment, and to use all of the same to pursue charitable, education, and conservatorship activities, and any and all other things incident to or conducive of the aforesaid objectives, or any of them, and exercise all other usual and lawful powers of corporate bodies consistent with the laws of this State, except as herein provided or forbidden or restricted by the Bylaws of this Corporation, and to do all things and to engage in all lawful transactions which a corporation organized under the laws of the State of Idaho might do or engage in, even though not expressly stated herein.

ARTICLE III: POWERS

The corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of the Title 30, Chapter 3 of the Idaho Code and Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. (References hereafter to the Internal Revenue Code of 1954, as amended, shall be to the "Code".) 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 income tax under Section 501(c)(3) of the Code.

ARTICLE V: RESTRICTION

(a) 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 and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II 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.

(b) During any period the corporation is deemed to be a private foundation as defined in Section 509 of the Code, the corporation shall distribute its income (but not to members) for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code; the corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holding (as defined in Section 4943(C) of the Code), from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Code.)

ARTICLE VI: DIRECTORS

The affairs of the corporation are to be managed by the Board of Directors which shall consist of four members. The Board of Directors shall be elected by the voting membership at the annual meeting of the members and shall hold office for two years or until their successors are elected in accordance with the provisions of the Bylaws. The Directors who shall server until the first annual meeting of the members of this corporation or until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Tyler Schwartz	799 South 5400 West Malad City, Idaho 83252
Katherine Schwartz	799 South 5400 West Malad City, Idaho 83252
Mikah Schwartz	799 South 5400 West Malad City, Idaho 83252
Desi Chapman	395 North 400 West Malad City, Idaho 83252

ARTICLE VII: OFFICERS

The Board of Directors of the Corporation will elect a President and a Secretary/Treasurer, and such other officers and assistant officers as may be deemed necessary at the first meeting of the Board of Directors after this corporation commences to legally exist. Each officer shall hold office for a term of one year or until his successor is elected and qualified pursuant to the Bylaws.

ARTICLE VIII: STOCK

Section 1: The Corporation shall have no capital stock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

Section 2: The membership of this corporation shall consist of the incorporators hereof and such other natural persons who shall be nominated and appointed by the Board of Directors.

ARTICLE IX: QUALIFICATIONS

Further provisions for the management of this corporation, the qualifications for membership, the conduct of its affairs, and the powers, duties, and privileges of its directors, officers, committees, and membership shall be as set forth in the Bylaws and any amendments thereof.

ARTICLE X: DISSOLUTION

The Corporation may be dissolved and its assets distributed, as provided by the Articles of Incorporation and applicable state and federal law.

ARTICLE XI: ASSESSMENTS

There shall be no assessments upon members.

ARTICLE XII: AMENDMENTS

All provisions of these Articles of Incorporation shall be subject to amendment, consistent with the provisions of Title 30, Chapter 3 of the Idaho Code and Section 501(c)(3) of the Code, by the affirmative vote of the members entitled to vote in respect thereof, in attendance at the annual meeting or at any special meeting, provided that due notice of the amendment is included in the notice of said meeting.

ARTICLE XIII: DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the State of Idaho, of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the said court shall determine, which are organized and operated exclusively for charitable, educational, religious, or scientific purposes.

ARTICLE XIV: ORIGINAL INCORPORATORS

The names and addresses of the original incorporators are as follows:

Tyler Schwartz
799 South 5400 West
Malad City, Idaho 83252

Katherine Schwartz
799 South 5400 West
Malad City, Idaho 83252

Mikah Schwartz
799 South 5400 West
Malad City, Idaho 83252

Desi Chapman
395 North 400 West
Malad City, Idaho 83252

ARTICLE XV: ORIGINAL DIRECTORS

The names and addresses of the directors of the corporation are as follows:

Tyler Schwartz
799 South 5400 West
Malad City, Idaho 83252

Katherine Schwartz
799 South 5400 West
Malad City, Idaho 83252

Mikah Schwartz
799 South 5400 West
Malad City, Idaho 83252

Desi Chapman
395 North 400 West
Malad City, Idaho 83252

ARTICLE XVI: OFFICERS

The names and addresses of the officers of the corporation are as follows;

Tyler Schwartz
799 South 5400 West
Malad City, Idaho 83252

Katherine Schwartz
799 South 5400 West
Malad City, Idaho 83252

Desi Chapman
395 North 400 West
Malad City, Idaho 83252

ARTICLE XVII: REGISTERED OFFICE

The location and post office address of the registered office of the corporation is 799 South 5400 West, Malad City, Idaho 83252. The name of the registered agent is Katherine Schwartz, whose business address is 799 South 5400 West, Malad City, Idaho 83252.

ARTICLE XVIII: MAILING ADDRESS

The mailing address of the corporation is 799 South 5400 West, Malad City, Idaho 83252.

ARTICLE XIX: MANAGEMENT

The affairs of the corporation shall be managed by a Board of Directors to be elected as provided in the Bylaws, but in no case shall the number of directors be less than four (4). The directors shall hold their offices for two (2) years, or such other period as the Bylaws shall determine and until their successors are elected and qualified.

ARTICLE XX: LIMITATION OF DIRECTOR LIABILITY

The personal liability of a director, to the corporation or its stockholders, for monetary damages for breach of fiduciary duty as a director, is eliminated to the full extent provided for by Idaho Code Sections 30-1-202(2)(d) and (e), and 30-3-85(5).

ARTICLE XXI: BYLAWS

The power to repeal any of the Bylaws and adopt new Bylaws shall rest with the Board of Directors by majority vote of the directors.

IN WITNESS WHEREOF, The incorporators of T.L.C. Animal Rescue Company, have executed these Articles of Incorporation this 26th day of July, 2011.

INCORPORATORS:

Tyler Schwartz
Tyler Schwartz,
Director/Incorporator

Katherine M. Schwartz
Katherine Schwartz,
Director/Incorporator

Mikah Schwartz
Mikah Schwartz,
Director/Incorporator

Desi Chapman
Desi Chapman,
Director/Incorporator

STATE OF IDAHO)
)ss.
COUNTY OF ONEIDA)

On this 29 day of July, 2011, before me, a Notary Public in and for said State, personally appeared Tyler Schwartz, Katherine Schwartz, Cameron Schwartz, and Desi Chapman, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

Corey R. King
NOTARY PUBLIC *Residing at Malad City ID*
 My Commission expires June

