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STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
THE SHEENA FOUNDATION, LTD.

In compliance with the requirements of the laws of the State of Idaho relating to non-profit corporations and acts amendatory and supplemental thereto, including particularly Chapter 30, Title 301 et seq. of the Idaho Code, the undersigned natural persons, each of whom are of full age and residence of the United States, in order to form a non-profit corporation for the purposes hereinafter stated, do hereby as incorporators, adopt the following Articles of Incorporation, and certify:

ARTICLE I
NAME

The name of this corporation is THE SHEENA FOUNDATION, ^{LTD.} hereinafter called the "Corporation."

ARTICLE II
NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Idaho. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

This organization is organized exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III
ADDRESS

The principal office of the Corporation is located at 3893 N. 2250 E., Filer, Idaho 83328.

IDAHO SECRETARY OF STATE
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ARTICLE IV DURATION

The duration of the corporation is perpetual.

ARTICLE V PURPOSE AND POWERS OF THE CORPORATION

The purpose of this Corporation shall be to provide for the care, shelter and adoption of homeless or neglected animals as may hereafter be within the jurisdiction of this Corporation and provided in the Declaration referred to below, and to promote the health, safety and welfare of pets and animals of all types, and for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain By-Laws of The Sheena Foundation.

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the By-Laws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges imposed against the property of the Corporation;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain real or personal property in connection with the affairs of the Corporation;

(d) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and Common Area, subject to those restrictions contained in the By-Laws and any amendments thereto; and

(e) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Laws of the State of Idaho by law may now or hereafter have or exercise.

ARTICLE VI BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of at least three (3) Directors, who must be members of the Corporation, at meetings duly held pursuant to the By-Laws and at which a quorum is present in person or by proxy. A quorum shall consist of a majority of the Directors present in person or by proxy. The Board, by majority vote, may remove an officer of the Corporation.

At the first regular meeting the members shall elect Directors for a term of five years. (Vacancies during the terms shall be filled by appointment by a majority of the remaining Directors.)

ARTICLE VII DISSOLUTION

The Corporation may be dissolved only upon compliance with one of the following conditions:

(a) One or more public agencies assuming all duties and responsibilities of the Corporation; or,

(b) Merger or consolidation with a similar non-profit corporation to carry out the duties and responsibilities of the Corporation including the specific financial accounts as required by the By-Laws and/or the Declaration.

Upon compliance with the above requirements, the Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is Bonnie Simper-LaRue, 3893 N. 2250 E., Filer, Idaho 83328.

ARTICLE X REGISTERED AGENT

Bonnie Simper-LaRue is hereby appointed the initial registered agent of this Corporation.

REGISTERED AGENT'S ADDRESS: 3893 N 2250 E FILER, ID. 83328

ARTICLE XI DIRECTORS

The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Bonnie Simper-LaRue	3893 N. 2250 E., Filer, Idaho 83328
James LaRue, D.V.M.	3893 N. 2250 E., Filer, Idaho 83328
Bob Powers	3893 N. 2250 E., Filer, Idaho 83328
Carol Broz	3893 N. 2250 E., Filer, Idaho 83328
Teena Palacio	3893 N. 2250 E., Filer, Idaho 83328

ARTICLE XII LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, or Officers, but 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 I (Purposes) hereof.

ARTICLE XIII OFFICERS

The Officers of the Corporation shall consist of a President, Vice President Secretary, Treasurer and such other Officers and Assistance Officers as may be provided in the By-Laws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-Laws. The name and addresses of each initial Officer of the Corporation is as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Bonnie Simper-LaRue	3893 N. 2250 E., Filer, Idaho 83328	President
James LaRue	3893 N. 2250 E., Filer, Idaho 83328	Vice President
Teena Palacio	3893 N. 2250 E. Filer, Idaho 83328	Secretary
Bob Powers	3893 N. 2250 E. Filer, Idaho 83328	Director

Carol Broz

3893 N. 2250 E.
Filer, Idaho 83328

Director

ARTICLE XIV AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Idaho, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to Idaho law.

Amendments to these Articles shall require the assent of those members casting two-thirds (2/3) of the votes of the Corporation membership at any regular member's meeting called specifically for that purpose.

ARTICLE XV INDEMNIFICATION

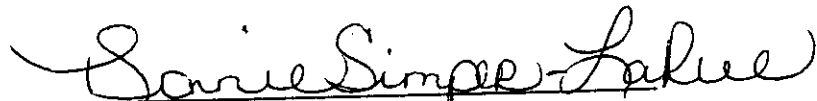

The Corporation shall indemnify each Officer and Director including former Officers and Directors to the full extent permitted by the laws of the State of Idaho.

ARTICLE XVI BY-LAWS

The By-Laws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

The Power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alternatives, amendments and repeals of the By-Laws must be approved by a majority of the Voting Members.

IN WITNESS WHEREOF the undersigned have signed these Articles of Incorporation on this 4 day of Sept., 2001.

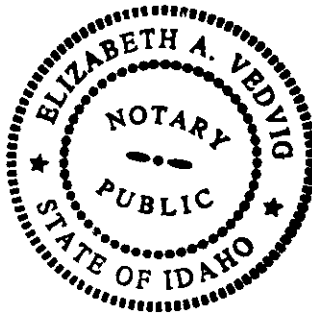

BONNIE SIMPER-LA RUE


STATE OF IDAHO
County of Twin Falls

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) ss.
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On this 4 day of Sept, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared BONNIE SIMPER-LA RUE, known to me to be the Incorporator of The Sheena Foundation, the corporation whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same on behalf of said corporation.

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



Elizabeth Vedvig
NOTARY PUBLIC
Residing at: Kimberly Rd
My Commission Expires: 10-30-2004

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of THE SHEENA FOUNDATION, which is contained in the foregoing Articles of Incorporation.

Dated this 4th day of Sept., 2001.

Bonnie Simper-Lakue
BONNIE SIMPER-LA RUE
Registered Agent,
Bonnie Simper-Lakue