

**ARTICLES OF INCORPORATION
OF
ALABAMA ANIMAL RESCUE, INC.**

The undersigned, acting as incorporator of a nonprofit corporation under the Alabama Nonprofit Corporation Act, adopts the following Articles of Incorporation for such nonprofit corporation.

FIRST: The name of the nonprofit corporation shall be Alabama Animal Rescue, Inc. (the "Nonprofit Corporation"). The period of duration for the Nonprofit Corporation is perpetual.

SECOND: The place in this State where the principal office of the Nonprofit Corporation is to be located is Shelby County, Alabama.

THIRD: The objects and purposes of the Nonprofit Corporation and the powers which it may exercise are as follows:

1. The Nonprofit Corporation is organized for the purpose of engaging in all charitable, scientific, literary or educational purposes in which an organization may engage as an organization qualifying as an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder, as said Code and regulations now exist or as they may hereafter be amended (or the corresponding provision of any subsequent federal tax law, said Code, regulations and subsequent federal tax laws, if any, being hereinafter referred to together as the "Code"), and to promote and advance such purposes by any activity in which a nonprofit corporation organized under the Alabama Nonprofit Corporation Act may engage, exclusively, either directly or by contributions to organizations qualifying as exempt organizations under Section 501(c)(3) of the Code, and to receive and maintain a fund or funds of real or personal property, or both, and to administer and apply the income and principal thereof, within the United States of America, for such purposes.
2. Without in any way limiting the foregoing purposes, the Nonprofit Corporation is organized to rescue, provide medical treatment, and to find appropriate homes for abandoned, surrendered or injured pets and to promote and facilitate the spaying/neutering of pets.
3. The Nonprofit Corporation shall possess and exercise all the powers and privileges granted by the Alabama Nonprofit Corporation Act or by any other law of the State of Alabama together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Nonprofit Corporation including, but not limited to the following powers:
 - (a) to acquire by lease, option, purchase, gift, grant, devise, conveyance, or otherwise, and to hold, enjoy, possess, rent, lease, mortgage, farm, ranch, work, forest, and sell real property or any interest therein, and to construct, maintain and operate improvements thereon;

- (b) to acquire by option, purchase, gift, grant, bequest, transfer or otherwise and to hold, enjoy, possess, use, run, work, pledge as security, sell, transfer or in any manner dispose of personal property of any class or description whatsoever;
- (c) to retain any property, investments or securities originally received by the corporation or thereafter acquired by it so long as the directors of the Nonprofit Corporation shall consider the retention thereof desirable;
- (d) to invest any and all funds coming into the hands of the Nonprofit Corporation on any account whatsoever in such property, investments or securities as the directors of the Nonprofit Corporation may, in the discretion of the directors, deem advisable, however doubtful or hazardous or limited the description or nature of any property, investments or securities so retained may be, whether or not the same may be currently producing income and whether or not the same are or may be such as are authorized or deemed proper for investment of trust funds under the Constitution or laws of the State of Alabama or of the United States;
- (e) to borrow and lend money to or from any person, persons, firm, business, partnership, or corporation, with or without security, and if with security, with such security as the directors of the Nonprofit Corporation deem proper or appropriate, and, in connection with any borrowing of money by the Nonprofit Corporation, to issue evidences of indebtedness of such borrowing and to secure the same by mortgage, pledge or other lien on the Nonprofit Corporation's property;
- (f) to convert real property owned by the Nonprofit Corporation into personal property and personal property into real property;
- (g) to improve or cause or permit real property to be improved and to abandon any property which the directors of the Nonprofit Corporation deem to be without substantial value;
- (h) to manage and control any shares of stock, certificates of interest, bonds or other securities of any corporation, trust or association at any time acquired in any way by this Nonprofit Corporation and with respect to the same to concur in any plan, scheme or arrangement for the consolidation, merger, conversion, recapitalization, reorganization or dissolution, or the lease or other disposition of the properties of any such corporation, trust or association the securities of which are held by this Nonprofit Corporation and as owner thereof to vote any security of any corporation, trust or association held by this corporation at any meetings of the holders of the same class of security of the issuing entity and generally in all respects to exercise all of the rights of ownership therein;
- (i) to guarantee or become surety for the obligations of any other nonprofit corporation or corporation not of a business character; and

- (j) to do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all of the objects and purposes of the Nonprofit Corporation or which may be necessary or appropriate for the carrying out and accomplishment of any and all of the objects and purposes of the Nonprofit Corporation, and to have and exercise all rights and powers now conferred on corporations not of a business character under the laws of the State of Alabama.

FOURTH: The Nonprofit Corporation will not have members.

FIFTH: The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are the initial Board of Directors of the Nonprofit Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rosemary Chesser	45 Hunters Trace Pelham, Alabama 35124
Mike Connor	5401 Woodford Drive Birmingham, Alabama 35242
Carol Stewart	2641 Crest Road Birmingham, Alabama 35223

The number of directors constituting the board of directors of the Nonprofit Corporation thereafter shall be no fewer than three (3) persons, who shall serve as voting members of the board of directors of the Nonprofit Corporation. Thereafter, board of directors of the Nonprofit Corporation shall be elected in the manner and for the term set forth in the By-Laws. A change in the number of directors or the composition of the board of directors shall be made only by amendment to these Articles of Incorporation.

SIXTH: Any member of the board of directors may be removed from office, with or without cause, by the affirmative vote of a majority of the members of the Board of Directors of the Nonprofit Corporation.

SEVENTH: No part of the net earnings of the Nonprofit Corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Nonprofit 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 Third hereof. No substantial part of the activities of the Nonprofit Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Nonprofit 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 Nonprofit 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 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 corresponding section of any future federal tax code.


EIGHTH: Upon the dissolution of the Nonprofit Corporation, the Nonprofit Corporation's assets shall be distributed pursuant to a Plan of Dissolution as approved by a vote of the Nonprofit Corporation's Board of Directors, provided, however, such Plan is not inconsistent with any provision of the Alabama Nonprofit Corporation Act or any provision of the Internal Revenue Code applicable to nonprofit corporations described in § 501(c)(3) of the Code.

NINTH: The address of the initial registered office of the Nonprofit Corporation is 45 Hunters Trace, Pelham, Alabama 35124, and the name of its initial registered agent at such address is Rosemary Chesser.

TENTH: The name and address of the initial incorporator is Rosemary Chesser, 45 Hunters Trace, Pelham, Alabama 35124

IN WITNESS WHEREOF, I have hereunto subscribed my name this 8 day of May, 2001.

INCORPORATOR:


Rosemary Chesser

This document prepared by:

C. Logan Hinkle
Burr & Forman LLP
Suite 3100, SouthTrust Tower
420 North 20th Street
Birmingham, Alabama 35203
(205) 251-3000

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION

OF

ALABAMA ANIMAL RESCUE, INC.

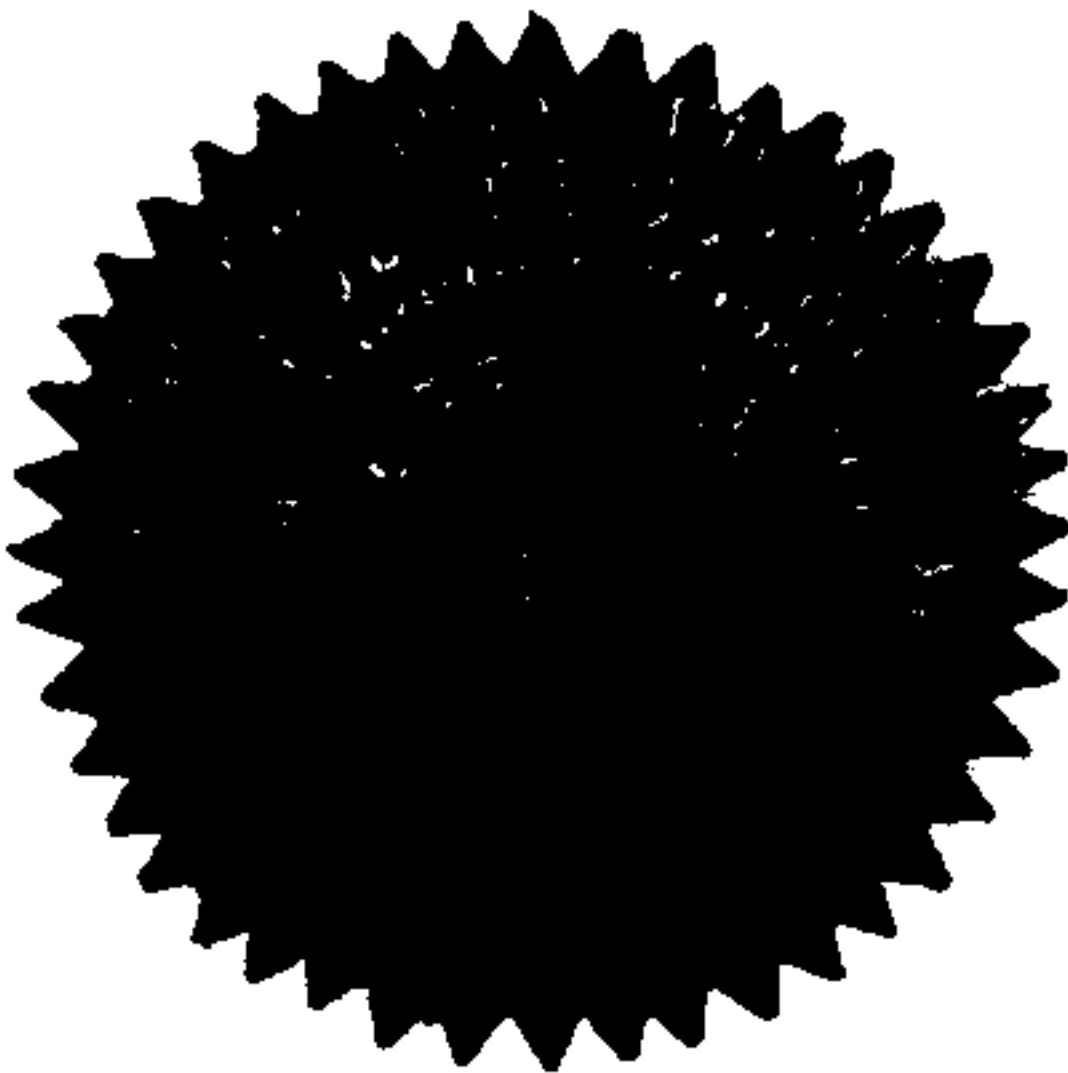
The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of ALABAMA ANIMAL RESCUE, INC., duly signed and verified pursuant to the provisions of Section NON PROFIT of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of INCORPORATION of ALABAMA ANIMAL RESCUE, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 8TH day of May, 2001.

Patricia Lynn Schmidt

Judge of Probate



Inst # 2001-18274

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01:42 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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