

**ARTICLES OF INCORPORATION
OF
Auburn Valley Humane Society Foundation
(A Non-Profit Public Benefit Corporation)**

KNOW ALL PERSONS BY THESE PRESENTS that we, the undersigned officers of the Auburn Valley Humane Society Foundation, a 501c3 non-profit corporation organized in the State of Washington, do hereby certify that at a meeting of the said Corporation, held on February 20, 2014, in which a quorum was present in person the following Articles of Incorporation were adopted.

Following said meeting, the Board of Directors unanimously adopted and ratified the following the Articles of Incorporation and, at the same time, the President and Secretary of the Corporation were duly authorized and directed to sign, acknowledge and record, and do all things required by law to carry into effect the following Articles of Incorporation, AND WE DO HEREBY CERTIFY:

ARTICLE I

The name of this non-profit corporation is: Auburn Valley Humane Society Foundation.

ARTICLE II

This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. This Corporation is not formed for profit for any of its officers, directors or to itself, and is organized to engage in the transaction of any lawful activity, including, without limitation, to provide financial assistance to the Auburn Valley Humane Society which provides shelter, quality care and love for all the lost, mistreated and abandoned animals in Auburn and surrounding counties, and in all ways to appeal to the finer instincts and nobler sentiments of both young and old on behalf of kind treatment of all living creatures; and to that end the Corporation shall have the following powers:

The Corporation shall have the general powers as set forth by the State of Washington as now in existence or as hereafter amended, as may hereafter be amended, have the power to do all things necessary or convenient, not inconsistent with the law, to further the activities and affairs of the Corporation, including, but not limited to:

a. To establish funds for the maintenance and management of all monies or properties both real and personal, tangible or intangible which may be delivered to the corporation, and to manage such funds to the best interests of and for the purposes of the Corporation, and in consistence with, insofar as is possible, the purposes for which such monies and/or properties were delivered to the Corporation.

b. To receive gifts, donations, grants of money or property, directly or in trust, or otherwise, from any foundation, citizen, municipality, state, United States, or foreign government delivered to said Corporation for any purpose general or incidental to the purposes for which this Corporation is formed.

c. To enter into such contracts and to incur such obligations as are consistent with the objects and purposes of this Corporation; but the private property of the officers and directors of the Corporation shall be exempt from the debts of the Corporation, and no officer or director shall be individually or collectively liable or responsible for any debts or liability of the Corporation.

d. To purchase, lease, or otherwise acquire real or personal property of any kind, tangible or intangible, and to sell, exchange, lease, mortgage, or otherwise deal with the whole or any part of such property or rights, and generally do anything or perform any act which shall be necessary and

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proper to the best interests of said Corporation in accomplishing any of the objects and purposes herein set forth.

e. To borrow money, to issue bonds, debentures, notes, and other obligations of this Corporation from time to time for any of the objects or purposes of this Corporation, and to mortgage, pledge, hypothecate, or convey in trust or otherwise any or all of the property of the Corporation to secure the payment thereof.

f. To invest on behalf of itself or others, any money or property of the Corporation and such additional funds as it may obtain, or any interest therein, in any manner; to vary the investments of the Corporation, and generally, to sell, exchange, or otherwise dispose of, deal with, and turn to account, any of the assets of the Corporation.

g. To endorse, guarantee, and secure the payment and satisfaction of loans, bonds, debentures, obligations, and evidences of indebtedness; to guarantee and assure the payment or satisfaction of interest on obligations; to assume the whole or any part of the liabilities, existing or prospective, of any person, corporation, firm or association.

h. To engage in any lawful act or activity for which corporations may be organized under the general corporation laws of Washington, where not inconsistent herewith.

ARTICLE III

The duration of this Corporation shall be unlimited and perpetual.

ARTICLE IV

The principal office of the Corporation shall be: 4910 A Street SE, Auburn, WA 98092, and the registered agent at that office shall be Phillip Morgan. The Corporation may have such other offices, either within or without the State, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE V

This non-profit corporation shall not have members.

ARTICLE VI

The affairs of the Corporation shall be conducted by a Board of Directors of at least four (4) and not more than ten (10) in numbers, with the exact number, manner of selection, and qualifications as determined by the Bylaws. The current Board of Directors and their addresses is as follows:

Don Edwards,
4212 Auburn Way N.
Auburn, WA 98002

Marsha Goodwin
16730 SE Green Valley Rd
Auburn, WA 98092

Suzanne Nagy
813 54th St. SE
Auburn, WA 98092

Alexis Singletary
13410 SE 294th Place
Auburn, WA 98092

Rick Oliveira
17224 SE Wax Rd
Covington, WA 98042

Sharon LaVigne
1205 25th St SE
Auburn, WA 98002

Phil Morgan
4910 A Street SE
Auburn, WA 98092

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ARTICLE VII

This Corporation is not organized for pecuniary profit and shall not issue capital stock. All of the properties and assets of this Corporation shall be and are irrevocably dedicated to the purposes for which this Corporation is formed and no part of the monies, properties, or assets of this Corporation, upon dissolution or otherwise, shall inure to the benefit of any of the officers or directors of this Corporation, or to any private person or individual.

The assets in the Auburn Valley Humane Society Foundation Endowment account are fully endowed and are not allowed to be distributed. Only the interest from the Endowment account will be put into one or multiple disbursement accounts. Annually, ten percent (10%) of the interest of the Endowment account will be dedicated to the operating costs of the organization, the remaining ninety (90%) percent will be distributed annually to one or multiple disbursement accounts. Unspecified donations to the organization or donations not made specifically to the Endowment account will be deposited into one or multiple disbursement accounts.

Upon the dissolution or liquidation of this Corporation after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to all exempt Non Profit Animal Welfare Organizations equally in King County within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be distributed to a state or local government, for a public animal welfare purpose.

Notwithstanding the other provisions of these Amended and Restated Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as may be amended from time to time.

ARTICLE VIII

These Amended and Restated Articles of Incorporation and the Bylaws of the Corporation may be amended or repealed, and new Articles or Bylaws may be adopted by a majority of the Board of Directors of this Corporation present at any regular or special meeting held for that purpose.

DATED this 20th day of February, 2014.

Don Edwards, President

Suzanne Nagy, Vice-President

Rick Oliveira, Treasurer

Marsha Goodwin, Secretary

Phil Morgan, Director

Alexis Singletary, Director

Sharon LaVigne, Director