

ARTICLES OF INCORPORATION

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be **Pawsitive Tails Rescue**.

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

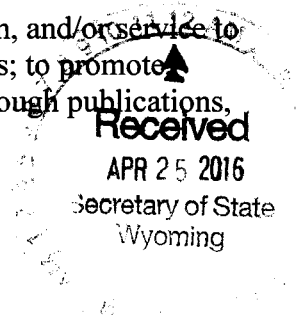
3.01 Purpose

Pawsitive Tails Rescue is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The purposes of **Pawsitive Tails Rescue** include all those activities, work and objectives as related to the adoption, rescue and/or humane treatment of dogs, cats and other animals and include but are not limited to the following primary purposes:

1. To provide for the rescue, foster care and adoption of homeless dogs and other animals, as means may permit;

2. To provide and operate an on-line website, network, newsletter, publication, and/or service to aid in the rescue, foster care and adoption of homeless dogs and other animals; to promote, advertise and encourage the adoption of dogs and other homeless animals through publications,



videos, presentations, lectures, broadcasts, and/or the usage or production of other and various materials and media;

3. To help educate and inform the general public with respect to issues related to homeless dogs, cats and other animals through publications, presentations, promotions, advertising, and all other effective or available means;

4. To build, operate and/or maintain a shelter, home, office, clinic, or other facilities for homeless animals; to seek donations and volunteers to provide all the services required as relates to operation of an animal rescue and/or adoption service or other facility;

5. To provide workshops, educational programs, instruction, events, programs, training, research, scholarships, and other services or activities related to animal rescue and adoption; to generally aid and help individuals and the community with respect to all aspects of animal rescue, adoption, spay and neuter programs, and the humane care and treatment of animals;

6. To organize fund-raising events, programs, or other efforts and activities to provide for the operation of a comprehensive local, regional, state-wide and/or national animal shelter, adoption and rescue service; to generally enable the establishment, construction, operation and maintenance of animal shelters, farms, centers and facilities;

7. To do all those things necessary for the operation of an animal adoption and rescue service, shelter, farm, and program which will help find homes for dogs and other animals which have been abandoned, abused, hurt, harmed, neglected or mistreated; to aid in the administration of care, treatment, rehabilitation and screening of people to find qualified individuals and new homes for dogs and other animals in need of adoption and/or rescue;

8. To engage in any and all other activities, business or enterprise which is legal and/or necessary for the conduct of business.

3.02 Public Benefit

Pawsitive Tails Rescue is designated as a public benefit corporation.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

Pawsitive Tails Rescue is organized exclusively for charitable and educational 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. No part of the net earnings of **Pawsitive Tails Rescue** shall inure

to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof.

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

Pawsitive Tails Rescue is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of **Pawsitive Tails Rescue** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the **Pawsitive Tails Rescue**, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the **Pawsitive Tails Rescue** hereunder shall be selected by the discretion of a majority of the managing body of the **Pawsitive Tails Rescue** and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the **Pawsitive Tails Rescue** by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Montana.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets

lawfully available for distribution to the Treasurer of the State of Wyoming to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or others private persons, except that the organization 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 the purpose clause hereof.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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.

ARTICLE V

Non-Discrimination

The corporation shall not discriminate based upon race, religion, national origin, ethnic group, sex, or physical or mental disability or impairment.

ARTICLE VI

BOARD OF DIRECTORS

6.01 Governance

Pawsitive Tails Rescue shall be governed by its board of directors.

6.02 Initial Directors

The initial directors of the corporation shall be:

Dondrea Braun, President – 7085 Road 47F, Torrington, WY 82240, 307-401-0306
pawsitivetailsnow@gmail.com

Amanda Trout, Treasurer – 3781 Campbell Dr, Torrington, WY 82240, 307-401-0119

Angela Parrelli, Secretary - 6449 Road 23, Lingle, WY 82223, 307-575-0290

ARTICLE VII

MEMBERSHIP

7.01 Membership

Pawsitive Tails Rescue shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VIII

AMENDMENTS

8.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

8.02 Provisions

Any provision that is not inconsistent with the law for the regulation of the internal affairs of the Corporation is permitted by the Corporation.

ARTICLE IX

ADDRESSES OF THE CORPORATION

9.01 Corporate Address

The physical and address of the corporation is:

**7085 Road 47F
Torrington, WY 82240**

The mailing and address of the corporation is:

**7085 Road 47F
Torrington, WY 82240**

ARTICLE X

Appointment of registered agent

10.01 Registered Agent

The registered agent of the corporation shall be:

Dondrea Braun – 7085 Road 47F, Torrington, WY 82240

ARTICLE XI

INCORPORATOR

The incorporators of the corporation are as follows:

**Dondrea Braun 7085 Road 47F, Torrington, WY 82240
Amanda Trout – 3781 Campbell Dr, Torrington, WY 82240
Angela Parrelli - 6449 Road 23, Lingle, WY 82223**

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of **Pawsitive Tails Rescue** were approved by the board of directors on **April 6, 2016** and constitute a complete copy of Articles of Incorporation of the **Pawsitive Tails Rescue**.

Dondrea Braun, President – 7085 Road 47F, Torrington, WY 82240

pawsitivetailsnow@gmail.com



Amanda Trout, Treasurer – 3781 Campbell Dr, Torrington, WY 82240



Angela Parrelli, Secretary – 6449 Road 23, Lingle, WY 82223



4/8/16

Acknowledgment of consent to appointment as registered agent

I, **Dondrea Braun**, agree to be the registered agent for **Pawsitive Tails Rescue** as appointed herein.

Registered Agent 

Date: 4/8/16

STATE OF WYOMING
Office of the Secretary of State

I, ED MURRAY, SECRETARY OF STATE of the STATE OF WYOMING, do hereby certify that the filing requirements for the issuance of this certificate have been fulfilled.

CERTIFICATE OF INCORPORATION

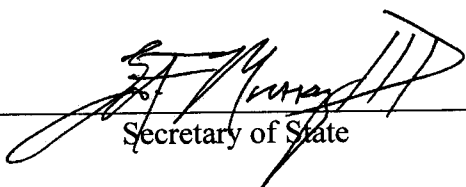
Pawsitive Tails Rescue

Accordingly, the undersigned, by virtue of the authority vested in me by the law, hereby issues this Certificate.

I have affixed hereto the Great Seal of the State of Wyoming and duly executed this official certificate at Cheyenne, Wyoming on this **2nd** day of **May, 2016**.



Filed Date: 05/02/2016


Secretary of State

By: Janelle Iddings