

ARTICLES OF INCORPORATION OF
SHELTIE RESCUE OF UTAH, INC.

The undersigned persons, acting as incorporators of a corporation under the laws of the State of Utah, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is SHELTIE RESCUE OF UTAH, INC.

ARTICLE II - PURPOSES AND POWERS

The corporation is a nonprofit corporation. The purposes for which the corporation is organized are as follows:

(a) The specific and primary purposes for which this corporation is formed are to provide prevention, information, education, and other charitable purposes against the cruelty to animals; contribute financial assistance to other similar organizations with similar purposes; be actively involved the rehabilitation and placement for adoption of Shetland sheepdogs.

(b) The general purposes for which this corporation is formed are to operate exclusively for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III - DURATION

The corporation shall have perpetual duration.

ARTICLE IV
DESIGNATED AND REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 1930 Viscounti Drive Sandy, Utah 84093. The

name of its initial registered agent at such address is BARBARA A. EDELBERG.

ARTICLE V - TRUSTEES

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of trustees. The number of trustees of the corporation shall be five; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The trustees named in this certificate of incorporation as the first board of trustees shall hold office until the first meeting of the board, to be held on the 19th day of March, 2003, at 8:00 p.m. at 707 - 24th Street, Suite A, Ogden, Utah, at which time an election of trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of two years. Annual meetings shall be held at 4:00 p.m., on the first Monday in March of each year at the principal office of the corporation, or at such other place or places as the board of trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of trustees without a meeting and that the articles of incorporation and bylaws of this corporation authorize the trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial trustees are as follows:

<u>Name</u>	<u>Address</u>
Jim Melton	1930 Viscounti Drive Sandy, UT 84093

Barbara A. Edelberg	1930 Viscounti Drive Sandy, UT 84093
Caren Ciampini	4435 West 400 South Ogden, UT 84404
Marie Miles	6254 South 1575 East South Ogden, UT 84405
Julene Mathews	164 West 8600 South Midvale, UT 84047

ARTICLE VI - INCORPORATORS

The names and street addresses of each incorporator are as follows:

<u>Name</u>	<u>Address</u>
Jim Melton	1930 Viscounti Drive Sandy, UT 84093
Barbara A. Edelberg	1930 Viscounti Drive Sandy, UT 84093

ARTICLE VII - AMENDMENTS TO BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the laws of the State of Utah, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, only by a resolution of the board of trustees.

ARTICLE VIII - DEDICATION OF PROPERTY

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee of the corporation, or to the benefit of any private individual.

ARTICLE IX - MEMBERSHIP

This non-profit corporation shall have no members.

ARTICLE X - DISTRIBUTION ON DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for prevention of cruelty to animals and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of trustees.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this nonprofit charitable corporation under the laws of the State of Utah, have executed these articles of incorporation on the 17th day of March, 2003.

JIM MELTON

BARBARA A. EDELBERG