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RESTATED
ARTICLES OF INCORPORATION
OF
DEPARTMENT OF LIFE
STATE OF COLORADO ANIMAL ASSISTANCE FOUNDATION

We, the undersigned, natural persons each more than twenty-one years of age, have associated ourselves for the purposes of forming a body corporate, not for pecuniary profit, under the Colorado Nonprofit Corporation Act of 1967, and hereby make, adopt, execute, and acknowledge the following Articles of Incorporation as amended on December 19, 1990:

FIRST: Name. The name of the Corporation is:
ANIMAL ASSISTANCE FOUNDATION

SECOND: Objects and Purposes.

The objects and purposes for which the Corporation is formed are to receive, maintain, and administer a fund of real or personal property and, subject to the restrictions and limitations hereinafter set forth and the terms of any specific bequest, devise, grant, or gift to use, apply, and disburse the income therefrom and the principal thereof exclusively for the following purposes to the extent that said purposes are charitable, scientific, or educational:

1. To prevent cruelty to cats and animals, particularly those animals customarily kept as pets, by promoting their health and humane treatment.
2. To prevent cruelty to such animals by providing food and shelter for such animals which have been abandoned or whose owners cannot afford to provide adequate food and shelter.
3. To prevent cruelty to such animals by providing veterinarian care, including spaying and neutering for such animals which have been abandoned or whose owners cannot afford to provide such care.
4. To prevent cruelty to such animals by funding

scientific research to improve veterinary medicines and techniques for such animals.

THIRD: Restrictions on Powers of Corporation.

Notwithstanding any other provision of these Articles, the powers of the Corporation are restricted as follows:

1. No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no Director or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

2. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation, or participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

3. The 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 of 1954 or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: Powers.

In furtherance of the foregoing purposes, the Corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado.

FIFTH: Existence.

The Corporation shall have perpetual existence.

SIXTH: Membership.

The Corporation shall have no members.

SEVENTH: Board of Directors.

The affairs and management of our said Corporation are to be under the control of a Board of Directors. The Board shall consist of not less than three nor more than seven Directors. The current Directors and their addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles W. Ennis	1505 Two United Bank Center 1700 Broadway Denver, Colorado 80290
Robert A. Williams	2926 W. Jewell Denver, Colorado 80219
Gracemary Greenleaf	3328 S. Ammons #201 Lakewood, CO 80227

The three above persons shall serve as provided in the bylaws and until successors are elected and qualified. Directors shall be elected and serve as provided in the bylaws. The number of Directors may be increased or decreased from time to time in the manner provided in the bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director.

EIGHTH: Registered Office and Registered Agent.

The address of the registered office of the Corporation is 1700 Broadway, Suite 1505, Denver, Colorado, 80290. The registered agent at such address is Charles W. Ennis. The Corporation may conduct part or all of its business in any other part of Colorado, of the United States, or of the world. It may hold, purchase, mortgage, lease, and convey real and personal property in any of such places.

NINTH: Dissolution.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the

assets of the Corporation exclusively for the purpose of the Corporation in such a manner or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Attorney General of Colorado, exclusively for such purposes or to such organization or organizations, as said Attorney General shall determine, which are organized and operated exclusively for such purposes.

TENTH: Prohibited Acts.

Notwithstanding any other provision of these Articles, if this Corporation at any time is a private foundation as defined in Section 509 of the Code, the Directors shall make distributions of income from the Corporation for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code and the Directors shall be prohibited from each of the following acts:

1. Engaging in any act of self-dealing as defined in Section 4941(d) of the Code.
2. Retaining any excess business holdings as defined in Section 4943(c) of the Code.
3. Making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code.
4. Making any taxable expenditures, as defined in Section 4945(d) of the Code.

ELEVENTH: Change in Articles of Incorporation.

The Board of Directors of this Corporation shall have the right from time to time on the unanimous vote of all Directors, and not otherwise, to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or

hereafter prescribed by statute except that no such amendment, alteration, change, or repeal shall be made which shall:

1. Amend, alter, change, or repeal the restrictions set forth in Articles Third or Tenth, unless the Internal Revenue Law of the United States changes so that so amending, altering, changing, or repealing such restrictions would not disqualify the Corporation for tax deductions or exemptions under Internal Revenue Code Section 170, 501, and 2522 (or the corresponding provisions of future United States Internal Revenue Law).

2. Operate to permit the use, application, or disbursement of any of the principal or income of the corporate property or any part thereof for any purpose other than those herein expressly provided for, or other exclusively charitable, scientific, or educational purposes.

3. Operate to permit the principal or income or any bequest, devise, grant, or gift to this Corporation to be used contrary to the conditions, limitations, or restrictions contained in any such bequest, devise, grant, or gift.

TWELFTH: Officers.

The Corporation shall have such officers as may from time to time be prescribed by the bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the bylaws then in effect. Such bylaws shall further prescribe the authority under which conveyance or encumbrance of all or any part of the corporate property may be made, and the persons who shall be authorized to execute the instruments of conveyance or encumbrance.

THIRTEENTH: Bylaws.

The Board of Directors shall have the power to make such prudential bylaws as it may deem proper for the management of the affairs of the Corporation.

FOURTEENTH: Indemnification of Certain Persons.

1. Authority for Indemnification. Any person who was

or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that he is or was a Director, Officer, Employee, Fiduciary or Agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, Partner, Trustee, Employee, or Agent of any foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan ("Any Proper Person") shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, penalties, fines, (including an excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement reasonably incurred by him in connection with such action, suit or proceeding if it is determined by the groups set forth in Section 4 of this Article that he conducted himself in good faith and that he (a) reasonably believed, in the case of conduct in his official capacity with the Corporation, that his conduct was in the Corporation's best interest, or (b) in all other cases (except criminal cases) believed that his conduct was at least not opposed to the Corporation's best interest, or (c) with respect to criminal proceedings had no reasonable cause to believe his conduct was unlawful. A person will be deemed to be acting in his official capacity while acting as a Director, Officer, Employee or Agent of this Corporation and not when he is acting on this Corporation's behalf for some other entity. No indemnification shall be made under this Section to a Director with respect to any claim, issue or matter in connection with a proceeding by or in the right of a corporation in which the Director was adjudged liable to the corporation or in connection with any proceeding charging improper personal benefit to the Director, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him.

Further, indemnification under this Section in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses, including attorneys' fees, incurred in connection with the proceeding. These limitations shall apply to Directors only and not to Officers, Employees, Fiduciaries or Agents of the Corporation, except that Director shall include, unless the context otherwise requires, the estate or personal representative of a Director.

2. Right to Indemnification. The Corporation shall indemnify Any Proper Person who has been wholly successful on the merits or otherwise, in defense of any action, suit, or proceeding referred to in Section 1 of this Article against expenses (including attorneys' fees) reasonably incurred by him in connection with the proceeding without the necessity of any action by the Corporation other than the determination in good faith that the defense has been wholly successful.

3. Effect of Termination of Action. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person seeking indemnification did not meet the standards of conduct described in Section 1 of this Article. Entry of a judgment by consent as part of a settlement shall not be deemed an adjudication of liability.

4. Groups Authorized to Make Indemnification Determination. In all cases except where there is a right to indemnification as set forth in Section 2 of this Article or where indemnification is ordered by a court, any indemnification shall be made by the Corporation only as authorized in the specific case upon a determination by a proper group that indemnification of the Proper Person is permissible under the circumstances because he has met the applicable standards of conduct set forth in Section 1 of this Article. This determination shall be made by the Board by a majority vote of a quorum, which quorum shall consist of Directors

not parties to the proceeding ("Quorum"). If a Quorum cannot be obtained, the determination shall be made by a majority vote of a committee of the Board designated by the Board, which committee shall consist of two or more Directors not parties to the proceeding except that Directors who are parties to the proceeding may participate in the designation of Directors for the committee. If a Quorum of the Board cannot be obtained or the committee cannot be established but such Quorum or committee so directs, the determination shall be made by independent legal counsel selected by a vote of a Quorum of the Board or a committee in the manner specified in this Section or, if a Quorum of the full Board cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full board, (including Directors who are parties to the action).

5. Court Ordered Indemnification. Any Proper Person may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction for mandatory indemnification under Section 2 of this Article, including indemnification for reasonable expenses incurred to obtain court-ordered indemnification. If the court determines that the Director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he met the standards of conduct set forth in Section 1 of this Article or was adjudged liable in the proceeding, the court may order such indemnification as the court deems proper except that if the individual has been adjudged liable, indemnification shall be limited to reasonable expenses incurred.

6. Advance of Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation to Any Proper Person in advance of the final disposition of such action, suit or proceeding upon receipt of (a) a written affirmation of such Proper Person's good faith belief that he has met the standards of conduct

prescribed by Section 1 of this Article; (b) a written undertaking, executed personally or on his behalf, to repay such advances if it is ultimately determined that he did not meet the prescribed standards of conduct (the undertaking shall be an unlimited general obligation of the Proper Person but need not be secured and may be accepted without reference to financial ability to make repayment); and (c) a determination is made by the proper group (as described in Section 4 of this Article) that the facts as then known to the group would not preclude indemnification. Determination and authorization of payments shall be made in the same manner specified in Section 4 of this Article.

7. Provision of Insurance. By action of the Board, notwithstanding any interest of the Directors in the action, the Corporation may purchase and maintain insurance, in such scope and amounts as the Board deems appropriate, on behalf of any person who is or was a Director, Officer, Employee, Fiduciary, or Agent of the Corporation, is or was serving at the request of the Corporation as a Director, Officer, Partner, Trustee, Employee, Fiduciary or Agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan, against any liability asserted against, or incurred by, him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Article V or applicable law. Any such insurance may be procured from any insurance company designated by the Board of the Corporation, whether such insurance company is formed under the laws of this state or any other jurisdiction of the United States or elsewhere, including any insurance company in which the Corporation has an equity interest or any other interest, through stock ownership or otherwise.

FIFTEENTH: Property.

The property of the Corporation shall be held and applied in promoting the general purposes of the Corporation declared in

its articles of incorporation. No real estate belonging to the Corporation shall be conveyed or encumbered except by authority of a majority vote of the Directors of this Corporation. Any such conveyance or encumbrance shall be executed by a Director of the Corporation in its name and such instrument shall be duly attested and sealed by the Secretary or Treasurer of this Corporation.

SIXTEENTH: Contracts and Transactions.

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the contract or transaction is fair and reasonable to the corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

The undersigned hereby state that the above Restated Articles of Incorporation properly set forth the provisions of the Articles of Incorporation, as amended, and have been duly adopted as required by law, and supersede the original articles of incorporation and all amendments thereto.

DATED this 19th day of December, 1990.



STATE OF COLORADO

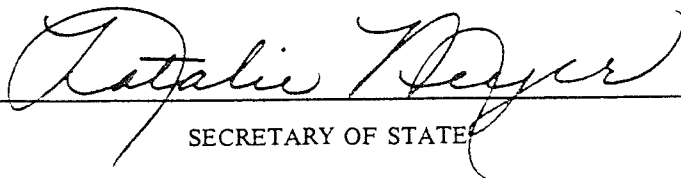
DEPARTMENT OF
STATE

CERTIFICATE

I, NATALIE MEYER, Secretary of State of the State of Colorado hereby certify that the prerequisites for the issuance of this certificate have been fulfilled in compliance with law and are found to conform to law.

Accordingly, the undersigned, by virtue of the authority vested in me by law, hereby issues A RESTATED CERTIFICATE OF INCORPORATION WITH AMENDMENTS TO ANIMAL ASSISTANCE FOUNDATION, A NONPROFIT CORPORATION.

Dated: DECEMBER 19, 1990



SECRETARY OF STATE