

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ANIMAL FRIENDS ALLIANCE**

ARTICLE I

NAME

The name of the nonprofit corporation is Animal Friends Alliance (hereinafter the “Corporation”).

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSES AND POWERS

Section 3.1 Purposes. The Corporation is organized and shall be operated exclusively for charitable, educational, scientific and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws). Subject to the foregoing, the specific purposes and objectives of the Corporation shall include but not be limited to the following:

- (a) To rescue, rehabilitate and provide care for abused, neglected and unwanted dogs and cats so that they may be placed into suitable, permanent homes;
- (b) To provide affordable spay/neuter procedures for dogs and cats owned by the general public so as to reduce the number of unwanted kittens and puppies that are born each year;
- (c) To provide affordable spay/neuter procedures for dogs and cats owned by other rescue and shelter groups to help keep their costs down so they have more funding for their life-saving work;
- (d) To provide affordable vaccinations, testing, microchipping, de-worming and other routine veterinary care to dogs and cats owned by the general public so as to help keep these animals healthy and in their homes;
- (e) To provide various programs that will help low-income community members keep their pets, such as providing free pet food and free or low-cost spay/neuter surgeries and vaccinations;
- (f) To provide outreach and educational programs to teach the community about pet overpopulation, pet care, and humane education.

Section 3.2 Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 3.3, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or

in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3.3 Restrictions on Powers. In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary, or by the operation of law, or upon amendment of the Articles of the Corporation:

- (a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws);
- (b) No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Section 3.1 hereof;
- (c) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or of otherwise attempting to influence legislation, unless section 501(h) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws), shall apply to the Corporation, in which case the Corporation shall not normally make lobbying or grass roots expenditures in excess of the amounts therein specified. The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), and political campaign on behalf of (or in opposition to) any candidate for public office; nor shall it engage in any “prohibited transaction” as defined in Section 503(b) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws);
- (d) Neither the whole, nor any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in Section 3.1 hereof;
- (e) In the event the Corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) –
 - 1 The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 Section of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws);
 - 2 The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws);
 - 3 The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws);
 - 4 The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws);
 - 5 The Corporation shall not make any taxable expenditures that would subject it to tax under Section 4945(d) of the Internal Revenue Code of 1986, amended (or corresponding provisions of any subsequent federal tax laws);

- (f) The board of directors, upon dissolution of the Corporation, and after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, shall ensure that all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations which engage in activities substantially similar to those of the Corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws);

ARTICLE IV

OFFICES

Section 4.1 Principal Office Address. The address of the principal office of the Corporation is 2321 East Mulberry Street, Unit 1, Fort Collins, Colorado 80524.

Section 4.2 Registered Office; Registered Agent. The address of the registered office of the Corporation is 2321 East Mulberry Street, Unit 1, Fort Collins, Colorado 80524. The name of the registered agent at that address is Sarah Swanty.

ARTICLE V

MEMBERS

The Corporation shall have no voting members. However, the Corporation may have such classes of nonvoting members as may from time to time be prescribed by its bylaws of by the board of directors. The designation of each class of members and their respective manner of election or appointment, qualifications, tenure, terms of membership, rights, limitations and obligations shall be as provided from time to time in the bylaws of the Corporation or by the board of directors. The Corporation shall have no capital stock.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.1 General. The corporate powers shall be exercised by or under the authority of, and the business affairs of the Corporation shall be managed under the direction of, a Board of Directors, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act, these articles of incorporation or the bylaws of the Corporation. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be determined according to the bylaws of the Corporation from time to time in force.

Section 6.2 Liability of Directors. Recognizing that the purpose of the Corporation is a charitable one, to the fullest extent permitted by the laws of Colorado, as the same may exist or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit liability of a director to the Corporation for monetary damages for the following:

- (a) Any breach of the director's duty of loyalty to the Corporation;
- (b) Acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) Acts specified in C.R.S. 7-128-403, as it now exists or hereafter may be amended (regarding a director's assent to or participation in unlawful distributions);
- (d) Acts specified in C.R.S. 7-128-501(2), as it now exists or hereafter may be amended (regarding a director's assent to or participation in the making of any loan by the Corporation to any director or officer of the Corporation); or
- (e) Any transaction from which the director directly or indirectly derived an improper personal benefit.

Section 6.3 Future Statutory Amendments. If the Colorado Revised Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act. Any repeal or modification of these Sections 6.2 and 6.3 shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation under Sections 6.2 and 6.3, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for these Section 6.2 and 6.3, prior to the time of such repeal or modification.

ARTICLE VII

BYLAWS

The initial bylaws of the Corporation shall be as adopted by the board of directors. Except to the extent limited by the Colorado Revised Nonprofit Corporation Act, the board of directors shall have power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws. The bylaws of the Corporation may contain any provisions for the managing and regulating of the affairs of the Corporation that are not inconsistent with law or these articles of incorporation, as these articles may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles of incorporation, shall have the effect of giving any director or officer of the Corporation or any other individual any proprietary interest in the Corporation's property or assets, whether during the term of the Corporation's existence or as an incident to its dissolution.

ARTICLE VIII

AMENDMENTS

The board of directors shall have the exclusive power and authority at any time and from time to time to amend these articles of incorporation by the vote of a majority of the directors then in office.

ARTICLE IX

NONDISCRIMINATORY POLICY

The Corporation shall make its services, facilities, and programs available to all persons regardless of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity, or gender expression.

ARTICLE X

INCORPORATOR

The name and mailing address of the individual who causes this document to be delivered for filing are:

Peter J. Dauster, Esq.
Gast Johnson & Muffly PC
323 South College Avenue, Suite 1
Fort Collins, Colorado 80524