

**ARTICLES OF INCORPORATION  
OF  
GREAT PYRENEES RESCUE NORTH AMERICA, INC.**

The undersigned Incorporator, for the purpose of establishing a nonprofit, non-stock Corporation under KRS Chapter 273, hereby adopts the following Articles of Incorporation:

**FIRST:** The name of the Corporation shall be Great Pyrenees Rescue North America, Inc.

**SECOND:** Great Pyrenees Rescue North America, Inc. ("Corporation") is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code"). More specifically, the activities of the Corporation shall include: (i) canine rescue and transport; and (ii) whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, to carry out the purposes of this Article SECOND, including the exercise of all other authority under the Kentucky Nonprofit Corporation Law. Notwithstanding any other provision of these Articles of Incorporation, the purposes of the Corporation shall be limited exclusively to exempt purposes within the meaning of Section 501(c)(3) of the Code.

**THIRD:** The name of the Corporation's initial registered agent shall be FBT LLC and the address of its initial registered agent shall be as follows:

400 West Market Street, 32' Floor  
Louisville, Kentucky 40202-3363

**FOURTH:** The mailing address of the Corporation's principal office shall be 10197 Ash Creek Drive, Union, Kentucky 41091.

**FIFTH:** The number of Directors constituting the Corporation's initial Board of Directors shall be three (3) and the names and mailing addresses of the persons who are to serve as the Corporation's initial Directors are:

Rhonda S. Frey  
10197 Ash Creek Drive  
Union, KY 41091

Leslie Sampson  
513 Cash Street  
Croydon, NH 03773

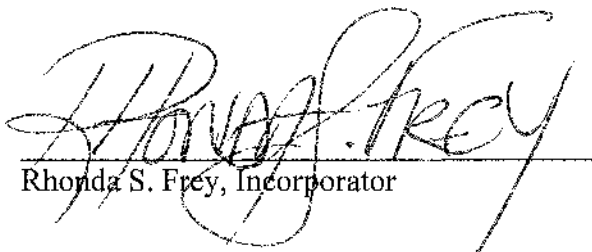
Ken Anctil  
9610 Greenwillow Street  
Houston, TX 77096

**SIXTH:** The number of the members of the Corporation's Board of Directors shall be as established in the Corporation's Bylaws from time to time, Any Director may be removed from office at any time, with or without cause, by a majority of the whole Board. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires. Vacancies on the Board of Directors caused by death, resignation, removal from office, increase of the authorized number of Directors, or any other cause other than the expiration of a term shall be filled for the unexpired portion of the term by the Board.

**SEVENTH:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Article SECOND hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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 Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**EIGHTH:** Upon the dissolution of the Corporation, or in case the work of the Corporation should be abandoned, all title to all property of the Corporation remaining after the obligations of the Corporation have been paid or adequately provided for shall be distributed as the directors may determine for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as such Court shall determine which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 14<sup>th</sup> day of April, 2011.

  
Rhonda S. Frey, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

The undersigned, FBT LLC, consents to serve as the Registered Agent of Great Pyrenees Rescue North America, Inc.

FBT LLC

By: \_\_\_\_\_

Manager

ELIZABETH A. COOPER

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