

**ARTICLES OF INCORPORATION
SHAMROCK GREYHOUND PLACEMENT, INC.**

The undersigned, being the Incorporators and Initial Board of Directors of the Board, do pursuant to KRS 273, *et seq.* hereby create this non-profit corporation ("Corporation"), and to file these Articles of Incorporation with the Kentucky Secretary of State, hereby certify:

ARTICLE ONE: NAME

The name of the Non-Profit Corporation is: Shamrock Greyhound Placement, Inc.

ARTICLE TWO: STATUS

The Corporation is a non-profit, public benefit corporation.

ARTICLE THREE: DURATION

The period of duration of the Corporation is perpetual.

ARTICLE FOUR: PURPOSES

The purposes for which the Corporation is formed are:

(a) To operate exclusively for charitable, educational and public benefit purpose of promoting animal welfare and protection and for the prevention of cruelty to animals, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future tax law (the "Code") by engaging in activities in support of such purposes as described and limited in paragraph (b) following;

(b) In carrying out the purposes stated in paragraph (a) above, to continue, maintain and operate a public foundation to save or enhance the lives of retired racing greyhounds through rescue, placement, and related services; and

(c) In carrying out the general purposes stated in paragraphs (a) and (b) above, the Corporation provide care and assistance to homeless or neglected animals, promote spaying and neutering of companion animals, educate the public regarding the responsibilities of animal

ownership, to raise funds to carry out the purposes for which the Corporation is formed and any such programs and activities as are incidental to such purposes.

ARTICLE FIVE: POWERS

The Corporation shall have the power to engage in any and all lawful activities incidental to the purposes of the Corporation; provided, however, that with respect to the exercise of such powers:

(1) The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the code, or as a corporation, contributions to which are deductible under Section 170(c)(2) of the code;

(2) No part of the net earnings of the Corporation shall inure to the benefit of any Director or officer of the Corporation, or any other private individual (except that compensation may be paid and expenses may be paid or reimbursed for services rendered to or for the Corporation in furtherance of one or more of its purposes, provided that such compensation and expenses are not excessive in amount); and

(3) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publishing or distributing of statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE SIX: MEMBER CORPORATION

The Corporation shall have no capital stock or stockholders, but may have members such as the Board of Directors may approve in accordance with Bylaws providing for one or more classes of membership to further the purposes of the Corporation.

ARTICLE SEVEN: INITIAL REGISTERED OFFICE

The name of the Corporation's registered agent and initial registered office is: Jennifer Watkins, 398 Tophill Drive, Shelbyville, Kentucky 40065.

ARTICLE EIGHT: PRINCIPAL OFFICE

The mailing address of the principal office of the corporation in the Commonwealth of Kentucky is: P.O. Box 1308, Shelbyville, Kentucky 40066-1308.

ARTICLE NINE: DIRECTORS

The affairs of the Corporation shall be under the direction of a Board of Directors. The minimum number of Directors constituting the Board of Directors shall be three (3) and may be increased as provided in the Bylaws. Each such Director shall continue to hold office until the expiration of his term or, if earlier, his removal, death or resignation. Successor Directors shall be elected in such number and in such manner as provided in the Bylaws of the Corporation.

The names and addresses of the initial members of the Board of Directors are:

Jennifer Watkins
398 Tophill Drive
Shelbyville, KY 40065

Angie Aylor
1306 E. Henry Clay Ave.
Ft. Wright, KY 41011

Melanie Aitkin
129 Molly Street
Versailles, KY 40383

ARTICLE TEN: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the Corporation, and in order to carry out the beliefs, goals and purposes of the Corporation, shall dispose of all of the remaining assets of the Corporation by delivery of such assets, as determined by the Directors, to one or more of the organizations (provided that such organizations shall be qualified for exemption from federal income tax under Section 501(c)(3) of the Code) to one or more organizations described in Section 501(c)(3) and 170(c)(2) of the Code) or to the federal, state, or local government, exclusively for charitable and public purposes.

ARTICLE ELEVEN: CONFLICTS OF INTEREST

The Board of Directors shall, in the exercise of its overall duties and responsibilities, take such steps as it may deem appropriate to avoid potential conflicts of interest between the Corporation and its Directors and officers. Such steps include adopting and ensuring compliance with the "Duality and Conflict of Interest" policies and procedures of the Foundation to provide a systematic and ongoing method for individuals to disclose and resolve potential conflicts of interest.

(a) If paragraph (b) below is satisfied, no contract or transaction between the Corporation and any of its Directors or officers (or any other corporation, partnership, association or other organization in which any of them directly or indirectly have a financial interest) shall be void or voidable solely because of this relationship or because of the presence or participation of such Director or officer at the meeting of the Board or committee authorizing such contract or transaction, or because such person's votes are counted for such purpose.

(b) Paragraph (a) above will apply only if:

(1) The contract or transaction is fair to the Corporation as of the time it is authorized or ratified by the Board of Directors or a committee of the Board; or

(2) The material facts as to the relationship of interest of each such Director or officer as to the contract or transaction are known or disclosed to: (i) the Board of Directors and they in good faith authorize or ratify the contract or transaction by a majority vote of the Directors present, each such interested Director to be counted for quorum and voting purposes; and (ii) a committee of the Board of Directors and it in good faith authorizes or ratifies the contract or transaction by a majority of the disinterested Directors present, each such interested Director to be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote.

ARTICLE TWELVE: INDEMNIFICATION

Indemnification:

(a) **Definitions.** For purposes of this Article Eleven:

(1) "Corporation" means the Corporation and any domestic or foreign predecessor entity of the Corporation in a merger, consolidation or other transaction in which the liabilities of the predecessor are transferred to the Corporation by operation of law and in any other transaction in which the Corporation assumes the liabilities of the predecessor but does not specifically exclude liabilities that are the subject matter of this Article Eleven.

(2) "Indemnitee" means (a) any present or former Director, Advisory Director, or officer of the Corporation, (b) any person who, while serving in any of the capacities referred to in clause (a) hereof served at the Corporation's request as a Director, officer, employee, agent or similar functionary or another foreign or domestic corporation, partnership, joint venture, trust employee benefit plan or other enterprise, and (c) any person acting as a volunteer (d) any person nominated or designated by (or pursuant to authority granted by) the Board of Directors or any committee thereof to serve in any of the capacities referred to in clauses (a) or (b) hereof.

(3) "Official Capacity" means (a) when used with respect to a Director, the office of Director of the corporation and (b) when used with respect to a person other than a Director, the elective or appointive office of the Corporation held by such person or the employment or agency relationship undertaken by such person at the request of or on behalf of the Corporation, but in each case does not include service for any other foreign or domestic corporation or any partnership, joint venture, sole proprietorship, trust, employee benefit plan or any other enterprise.

(4) "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding.

(b) Indemnification. The Corporation shall indemnify an Indemnitee who was, is or is threatened to be made a named defendant, respondent or witness in a proceeding by reason, in whole or in part, of such person serving or having served or having been nominated or designated to serve, in any of the capacities referred to in Subparagraph (a)(2) above, against any judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in connection with the proceeding if it is determined, in the manner described in Paragraph (c) below, that the person (1) conducted himself in good faith, (2) reasonably believed, in the case of conduct in his Official Capacity, that his conduct was in the Corporation's best interests, and in all other cases, that his conduct was at least not opposed to the Corporation's best interest, and (3) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful; provided, however, that if the person is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by him, the indemnification (i) shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding and (ii) shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his duty to the Corporation. The termination of a proceeding by judgment, order, settlement or conviction, or on a plea of nolo contendere or its equivalent is not of itself determinative that the person did not meet the requirements for indemnification set forth above. A person shall be deemed to have been found liable in respect of any claim, issue or matter only after the person shall have been so adjudged by a court or competent jurisdiction after exhaustion of all appeals therefrom. Notwithstanding any other provision of this Section, the corporation shall pay or reimburse expenses incurred by an Indemnitee in connection with his appearance as a witness or other participant in a proceeding at a time when he is not named defendant or respondent in the proceeding. Such expenses shall include, without limitation, court costs and fees and reasonable attorneys' fees incurred by the Indemnitee.

(c) Determinations. The determinations required in Paragraph (b) above that an Indemnitee has satisfied the prescribed conduct and belief standards must be made (1) by a majority vote of a quorum consisting of Directors who at the time of the vote are not named defendants or respondents in the proceeding, (2) if such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding, (3) by special legal counsel selected by the Board of Directors or a committee of the Board by vote as set forth in clause (1) or (2) of this sentence, or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors. The determination as to reasonableness of expenses shall be made in the same manner as the determination that the person has satisfied the prescribed conduct and belief standards, except that if the determination that the person has satisfied the prescribed conduct and belief standards is made by special legal counsel, the determination as to the reasonableness of expenses must be made by the

Board of Directors or a committee of the Board by vote as set forth in clause (1) or (2) of the immediately preceding sentence or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.

(d) Advancement of Expenses. Reasonable expenses incurred by an Indemnitee who was, is or is threatened to be made a named defendant or respondent in a proceeding shall be paid or reimbursed by the Corporation, in advance of the final disposition of the proceeding and without any of the determinations specified in Paragraph (c) above, after the Corporation receives a written affirmation by the Indemnitee of his good faith belief that he has met the standard of conduct necessary for indemnification under Paragraph (b) paid or reimbursed if it is ultimately determined that he has not met those requirements. The written undertaking describes in the immediately preceding sentence to repay the amount paid or reimbursed to him by the Corporation must be an unlimited general obligation of the Indemnitee but need not be secured, and it may be accepted without reference to financial ability to make repayment.

(e) Insurance and Other Indemnification. The Corporation may purchase and maintain insurance or establish and maintain another arrangement on behalf of any Indemnitee against or in respect of any liability asserted against him and incurred by him, both as to action in his Official Capacity and as to action in any other capacity, whether or not the Corporation would have the power to indemnify him against that liability under these Bylaws or by statute.

(f) Report to Directors. Any indemnification of or advancement of expenses to an Indemnitee in accordance with this Section or the provisions of any statute shall be reported in writing to the Board of Directors with or before the notice or waiver of notice of the next Director's meeting or with or before the next submission to Directors of a consent to action without a meeting and, in any case, within the twelve (12) month period immediately following the date of the indemnification or advance.

(g) Entitlement. The indemnification provided by this Section shall (1) not be deemed exclusive of, or to preclude, any other rights to which those seeking indemnification may at any time be entitled under these Corporation's Articles of Incorporation, any law, agreement or vote of disinterested Directors, or otherwise, (2) continue as to a person who has ceased to be in the capacity by reason of which he was an Indemnitee with respect to matters arising during the period he was in such capacity, and (3) inure to the benefit of the heirs, executors and administrators of such a person.

(h) Severability. The provisions of this Section are intended to comply with the Kentucky Non-Profit Corporation Act (KRS 273, *et seq.*) To the extent that any provision of this Section authorizes or requires indemnification or the advancement of expenses contrary to such statutes or the Articles of Incorporation, the Corporation's power to indemnify or advance expenses under such provision shall be limited to that permitted by such statutes and these Articles of Incorporation, and any limitation required by such statutes or the Articles of Incorporation shall not affect the validity or any other provision of this Section.

(i) Effect of Amendment. No Amendment, modification or repeal of this Section of any provision hereof shall in any manner terminate, reduce or impair the right of any past, present or future Indemnitees to be indemnified by the Corporation, nor the obligation of the Corporation to indemnify any such Indemnitees, in accordance with the provisions of this Section as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring, in whole or in part, prior to such amendment, modification or repeal, regardless of which such claims may arise or be asserted.

(j) Statutory Changes. In the event the indemnification provided by this Section is more restrictive than the provisions of indemnification allowed by the Kentucky Non-Profit Corporation Act (KRS 273, *et seq.*), then those persons seeking indemnification shall be indemnified to the full extent permitted by the Kentucky Non-Profit Corporation Act as it may exist from time to time.

ARTICLE THIRTEEN: AMENDMENT


These Articles of Incorporation and the Bylaws of the Corporation may be amended or repealed, or new bylaws may be adopted, at any annual or special meeting of the Board of Directors at which a quorum is present and by the affirmative vote of a majority of the members of the board present at the meeting, provided notice of the proposed amendment, repeal or adoption is contained in the notice of such meeting; and provided further, that the foregoing notice requirement shall not prohibit the Board of Directors from adopting the proposed amendment, effecting the proposed repeal or adopting the proposed new bylaws, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting.

ARTICLE FOURTEEN: INCORPORATORS

The Incorporator's name and address is:

Jennifer Watkins
398 Tophill Drive
Shelbyville, KY 40065

Executed by the undersigned Incorporator this 1st day of December, 2010.



Jennifer Watkins, Incorporator

CONSENT TO SERVE AS THE REGISTERED AGENT

I, Jennifer Watkins, consent to serve as the registered agent on behalf of the corporation.

Jennifer Watkins
Printed: Jennifer Watkins

Prepared by:

Christopher L. King
WARD & KING LLC
Attorneys at Law
3602 Northgate Ct., Suite 27
New Albany, IN 47150
Telephone: 812-590-2880