

**ARTICLES OF INCORPORATION  
OF  
HEALTH AND RESCUE FOUNDATION OF PETIT BASSET GRIFFON VENDÉEN  
CLUB OF AMERICA**

Pursuant to the provisions of the Nebraska Nonprofit Corporation Act, the following are adopted as Articles of Incorporation for the Health and Rescue Foundation of Petit Basset Griffon Vendéen Club of America:

I.

The name of the Corporation is "Health and Rescue Foundation of Petit Basset Griffon Vendéen Club of America."

II.

This Corporation is a Public benefit corporation.

III.

The street address of the Corporation's initial registered office is 420 First National Plaza, 11404 West Dodge Road, Omaha, Nebraska, 68154; and the full name of its initial registered agent at that office is Steven J. Woolley.

IV.

The name and street address of the incorporator is:

| <u>Name</u>       | <u>Address</u>   |
|-------------------|--|
| Steven J. Woolley | 420 First National Plaza<br>11404 West Dodge Road<br>Omaha, Nebraska 68154 |

V.

The Corporation will have no members.

## VI.

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Subject in any event to the foregoing, the specific purposes of the Corporation are:

- A. To receive and administer funds for charitable, scientific, literary or educational purposes from direct or indirect contributions from the general public.
- B. To promote, fund and perform research into the health, care and breeding of purebred Petit Basset Griffon Vendéens.
- C. To promote through educational means the proper care of purebred Petit Basset Griffon Vendéens and to fund and perform rescues of the same if neglected or endangered.
- D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any 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 (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 (or the corresponding provision of any future United States Internal Revenue Law).

## VII.

- A. The Corporation shall have no capital stock and shall declare no dividends.
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers or other private persons (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no trustee, director, 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.
- C. 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 (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

## VIII.

Upon dissolution of the Corporation, its Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, 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 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court 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 said Court shall determine, which are organized and operated exclusively for such purposes.

## IX.

Subject to such limitations and conditions as are herein prescribed or may be prescribed by law, the Corporation shall have and exercise all powers which are now or hereafter may be conferred by law upon a corporation organized under the Nebraska Nonprofit Corporation Act, which are necessary or incidental to enable the Corporation and its officers, directors and employees to carry out its purposes, but subject in any event to the limitation and condition that, notwithstanding any other provision of these Articles of Incorporation of any other authorization conferred upon this Corporation by law, only such powers shall be exercised as are in furtherance of the tax exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## X.

To the extent permitted by the Nebraska Nonprofit Corporation Act, the Corporation shall indemnify its directors and may indemnify its officers and employees for liabilities and expenses incurred by reason of such individual being made a party to a proceeding because the individual is or was a director, officer or employee of the Corporation.

## XI.

The Corporation is to have perpetual existence, but if and when the purposes and objects of the Corporation shall have been accomplished, or its funds so far depleted as to make it inexpedient in the judgment of the Board of Directors to continue its work, then the Corporation may be dissolved by resolution of the Board of Directors or as otherwise provided by law. In the event of dissolution, the remaining assets and property of the Corporation shall, after providing for all debts, charges and expenses, be

distributed for one or more of the authorized purposes and objects of the Corporation, as previously described in Article VI of the Articles.

XII.

The number of the Board of Directors of the Corporation shall be such number as from time to time may be fixed by or in the manner provided in the Bylaws of the Corporation, but in no case shall the number be less than three. The Board of Directors shall manage the affairs of the Corporation. The initial Board of Directors shall be appointed by the Incorporator, and until that is accomplished the Incorporator shall have the direction of the affairs and of the organization of the Corporation and shall take such steps as are proper to effect the organization of the Corporation. All subsequent directors shall be elected by the then serving Board of Directors. The directors shall elect the officers who shall consist of President, Vice President Secretary and Treasurer and such other officers as may be deemed necessary for the proper management of the Corporation. Qualifications for offices of the Corporation shall be as set forth in the Bylaws of the Corporation.

DATED: September 29, 1997.

Steven J. Woolley, Incorporator