

RESTATEMENT OF ARTICLES OF INCORPORATION

WITH AMENDMENT OF ARTICLES

Hot Springs Village Animal Welfare League, Inc.

The Articles of Incorporation were amended to adopt Act 1147 of 1993, and are now restated with amendments.

I. Name of the Corporation

The name of the Corporation shall be Hot Springs Village Animal Welfare League, Inc.

II. Duration

The period of duration shall be perpetual.

III. Purposes of the Corporation

This corporation is organized exclusively for charitable purposes, as outlined below, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the International Revenue Code, or the corresponding section of any future federal tax code.

- A. To prevent cruelty to companion animals and relieve suffering among companion animals.
- B. To provide humane care and treatment for companion animals needing protection in the area served by the Corporation: to provide a temporary shelter for stray or unwanted animals; to maintain a vigorous adoption program for companion animals, to include health screening, vaccinations and mandatory spay or neutering; to work proactively to reunite lost animals with their owners.
- C. To work cooperatively with the Hot Springs Village Property Owners Association in providing for such care and treatment.
- D. To assist in funding the medical needs including sterilization and vaccinations, feeding, care of, and adoption of companion animals housed in the Hot Springs Village Animal Shelter which are declared suitable for adoption.
- E. To collect funds to support their objectives through donations, grants, dues, adoption fees, and fund raising activities; to acquire and take title to personal and real property; and to generally do and perform any and all required acts in carrying out the purposes of this Corporation in order to care for injured, lost, stray, stolen, unwanted and abused animals in the area served by the Corporation.
- F. To coordinate and cooperate with other public and private organizations and shelters, including Breed Rescue organizations, when their objectives are in concordance with those of the Corporation, including donations to such organizations to promote these objectives.
- G. To support and organize spay and neuter clinics, trap neuter and release programs ("TNR"), and other programs that will control the overpopulation of companion animals.
- H. To Increase public awareness of animal issues through educational programs.

IV. Address of the Corporation

The address of the main office of the Corporation is 195 Cloaca Lane, Hot Springs Village, Arkansas 71909.

V. Public Benefit Corporation

The Corporation is a public benefit corporation.

VI. Powers

Except as these Articles otherwise provide, the Corporation has all the powers provided in the laws of the State of Arkansas. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. No part of the net earnings of the corporation shall inure to the benefit, or be distributable to its members, trustees, 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 previous articles 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

VII. Membership

The Corporation shall have members, as set forth in the Bylaws.

VIII. Non-Profit Membership Corporation

The foregoing purposes, objectives and powers are each and all subject to the limitation that:

- A. This Corporation is not organized for profit;
- B. The private property of the directors, officers, and members of the Corporation shall not be subject to payment of the corporate debts to any extent whatsoever.
- C. The Corporation shall have authority to accept as contributions personal property and real property, and to receive, and administer, maintain, use and employ, in whole or in part, its income funds, securities and property, real and personal, as an association organized exclusively in IRS Code Section 501(c)(3).

IX. Distribution of Assets Upon Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding

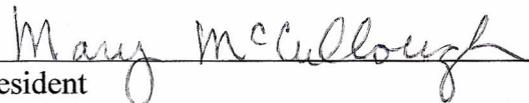
section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

X. Adoption

At a meeting of the membership which was held on April 18, 2013, the amendments to the Articles of Incorporation were adopted as included in this Restatement of Articles of Incorporation with Amendment of Articles.

At a meeting of the Board of Directors which was held on May 13, 2013, the amendments of the Articles of Incorporation were adopted as included in this Restatement of Articles of Incorporation with Amendment of Articles.

IN WITNESS WHEREOF, the President hereby verifies that the statements contained in this Restatement of Articles of Incorporation with Amendment of Articles are true and correct to the best of her knowledge and belief, duly attested by its Secretary on this 13th day of May, 2013.



President

ATTEST



Secretary