



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

SHELTER EXCHANGE, INC.

the original of which was filed in this office on the 1st day of October, 2010.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 1st day of October, 2010

Elaine F. Marshall

Secretary of State

ARTICLES OF INCORPORATION

OF

SHELTER EXCHANGE, INC.

A NORTH CAROLINA NON-PROFIT CORPORATION

Pursuant to § 55A-2-02 of the General Statutes of North Carolina, the undersigned, a citizen of the United States, does hereby submit these Articles of Incorporation for the purposes of forming a nonprofit corporation.

ARTICLE 1

The name of the corporation is **SHELTER EXCHANGE, INC.**

ARTICLE 2

The period of duration of the corporation shall be perpetual.

ARTICLE 3

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 and § 55A of the General Statutes of North Carolina, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (herein the "Code") (or the corresponding provisions of any future United States Internal Revenue Code).

The corporation will work to reduce unnecessary euthanasia by animal shelters by providing free web-based information and data to such shelters to help them improve animal adoption rates and better manage overall shelter resources. The corporation also will provide information to the public on a website to encourage public support for animal shelters and to facilitate animal adoptions.

In furtherance thereof the corporation may receive property by gift, devise or bequest, invest or reinvest the same and apply the income and principal thereof as the Board of Directors may from time to time determine in support of the corporation's purposes and the corporation shall have all the general powers enumerated in Chapter 55A of the North Carolina General Statutes as now in effect or as may hereafter be amended together with the power to solicit grants and contributions for such purposes.

ARTICLE 4

The corporation shall have no members and shall issue no stock.

ARTICLE 5

The affairs of the corporation shall be managed by the board of directors. The number and method of election shall be determined by the Bylaws of the corporation.

ARTICLE 6

The initial board of directors shall be:

Claire Bokor
7333 Newport Avenue
Raleigh, North Carolina 27613

Brian Bokor
7333 Newport Avenue
Raleigh, North Carolina 27613

ARTICLE 7

The initial registered office and principal office address of the corporation shall be 7333 Newport Avenue, Raleigh, North Carolina 27613. The registered agent of the corporation at that address shall be Claire Bokor.

ARTICLE 8

The name and address of the incorporator is:

William G. Hancock
220 Fayetteville Street
P. O. Box 911
Raleigh, North Carolina 27601

ARTICLE 9

No part of the net earnings of the corporation shall inure to the benefit of the directors 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 3. 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 on behalf of the corporation) any political campaign on behalf of 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 (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.

ARTICLE 10

Notwithstanding any other provision of these Articles, if at any time or times, the corporation is determined to be a private foundation within the meaning of section 509 of the Internal Revenue Code, then during such time or times:

1. The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code;
2. The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code;
3. The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code;
4. The corporation shall not make any investments in such a manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; and
5. The corporation shall not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 11

Upon dissolution of the corporation, its assets shall be distributed for one or more exempt purposes to an organization that is an exempt organization under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code for a public purpose. Any such assets not so disposed of shall be disposed of by the

Superior Court of Wake County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 12

The board of directors may provide in the bylaws of the corporation that the corporation shall indemnify its current and former directors, officers, employees and agents against expenses and liabilities incurred as a result of actual or threatened litigation arising from the performance of their official duties. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such directors, officers, employees or agents may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise. In no case, however, shall the corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Internal Revenue Code. Further, if at any time or times the corporation is a private foundation within the meaning of section 509 of the Internal Revenue Code, then during such time or times no payment shall be made under this Article if such payment would constitute an act of self-dealing (as defined in section 4941(d) of the Internal Revenue Code).

ARTICLE 13

The private property of the officers and directors of the corporation shall not be subject to payment of corporate debts to any extent whatever.

ARTICLE 14

These Articles of Incorporation shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned, as incorporator, has signed and acknowledged these Articles of Incorporation this 22nd day of September, 2010.


William G. Hancock, Incorporator