

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Wayne W. Williams, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Amended and Restated Articles of Incorporation

with Document # 20161692326 of
Rocky Mountain Cocker Rescue, Inc.

Colorado Nonprofit Corporation

(Entity ID # 20091098354)

consisting of 5 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 10/11/2016 that have been posted, and by documents delivered to this office electronically through 10/13/2016@ 12:35:27.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 10/13/2016 @ 12:35:27 in accordance with applicable law. This certificate is assigned Confirmation Number 9879467



A handwritten signature in blue ink that reads "Wayne W. Williams".

Secretary of State of the State of Colorado

*****End of Certificate*****
Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."



Colorado Secretary of State
 Date and Time: 10/13/2016 12:06 PM
 ID Number: 20091098354
 Document number: 20161692326
 Amount Paid: \$25.00

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 Paper documents are not accepted.
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ABOVE SPACE FOR OFFICE USE ONLY

Amended and Restated Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-130-106 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

ID number: 20091098354

1. Entity name: Rocky Mountain Cocker Rescue, Inc.
(If changing the name of the corporation, indicate name before the name change)

2. New Entity name:
 (if applicable) _____

3. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

"bank" or "trust" or any derivative thereof
 "credit union" "savings and loan"
 "insurance", "casualty", "mutual", or "surety"

4. If the corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

or

If the corporation's period of duration as amended is perpetual, mark this box:

5. The amended and restated constituent filed document is attached.

6. The amendment to the articles of incorporation was in the manner indicated below:
 (make the applicable selection)

- The amendment and restatement was adopted by the board of directors or incorporators without member action and member action was not required.
- The amendment and restatement was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group.

(If the amended and restated articles of incorporation include amendments adopted on a different date or in a different manner, mark this box and include an attachment stating the date and manner of adoption.)

7. (Optional) Delayed effective date: _____
(mm/dd/yyyy)

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ROCKY MOUNTAIN COCKER RESCUE, INC.**

October 10, 2016

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, Rocky Mountain Cocker Rescue, Inc. (the “Corporation”) hereby adopts the following Amended and Restated Articles of Incorporation (the “Restated Articles”).

FIRST: The initial Articles of Incorporation of the Corporation were filed with the Colorado Secretary of State on February 17, 2009, ID No. 20091098354.

SECOND: All amendments thereto, said Restated Articles (i) fully and correctly set forth the current provisions of the Articles of Incorporation of the Corporation adopted at a meeting of the members held on October 10, 2016 at which a quorum of members were present; (ii) said Restated Articles have been duly adopted as required by law, and (iii) supersede the original Articles of Incorporation and all amendments thereto.

**ARTICLE I.
NAME AND DURATION**

The name of the Corporation is Rocky Mountain Cocker Rescue, Inc. The period of duration of the Corporation is perpetual.

**ARTICLE II.
PURPOSE & POWERS**

1. The Corporation is organized exclusively for charitable, scientific, literary, or educational purposes, within the meaning of and pursuant to the Internal Revenue Code, (the “Code”), Section 501(c)(3), or under the corresponding provision of any future federal tax code. Subject to the foregoing, the purposes of the Corporation shall include but not be limited to:

- a. To rescue dogs, particularly cocker spaniels, from situations that are abusive, endangering or neglectful.
- b. To rescue dogs, particularly cocker spaniels, in danger of being euthanized from shelters or animal control facilities.
- c. To assist owners willing to keep their dogs, by finding new homes for their dogs through the Organization’s Owner Surrender Program, as an alternate to placing their dog in a public shelter or animal control facility.
- d. To initially place rescued dogs, particularly cocker spaniels, into pre-qualified foster homes.
- e. To provide necessary veterinary care.
- f. To place rescued dogs into permanent adoptive homes.
- g. To educate and promote the importance of spaying/neutering companion animals.
- h. To educate the public on how to help prevent animal cruelty.

2. The Corporation will endeavor to maximize the percentage of its operating budget, which directly benefits rescued dogs, including spaying and neutering. Fundraising to support this will be achieved through solicitation and acceptance of contributions from individuals and other methods or events as the Board of Directors of the Organization desire to utilize.

ARTICLE III.
AGENT AND OFFICES

1. The physical addresses of the Corporation shall be those of the Registered Agent and Principal Office on file with the Colorado Secretary of State.

2. The mailing address of the Corporation's principal office is PO Box 482, Parker, CO, 80134.

3. Either the principal office and/or the registered agent may be changed at any time in the manner provided by law and filed accordingly with the Colorado Secretary of State.

ARTICLE IV.
POWERS

1. No part of the net earnings of the Corporation shall inure to the benefit of, 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 Article II, Section 1.

2. 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 Page 2 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, 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 the Code, the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

3. In carrying out its charitable purposes, the Corporation will not discriminate on the basis of race, gender, religion, ethnicity, or any other basis prohibited by the Code or other applicable local, state or federal statute or regulation.

ARTICLE V.
BOARD OF DIRECTORS

1. The management of the affairs of the Corporation shall be governed by its Board of Directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, these articles of incorporation or the Bylaws of the Corporation. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be as provided from time to time in the Bylaws of the Corporation.

2. The Board of Directors will be described in their manner of election, qualifications, tenure, terms of appointment, rights, powers, privileges and/or immunities stated in the Bylaws of the Corporation.

ARTICLE VI.
BYLAWS

The initial Bylaws of the Corporation shall be as adopted by the Board of Directors. Except to the extent limited by the Colorado Revised Nonprofit Corporation Act, the Board of Directors shall have power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws. The Bylaws of the Corporation may contain any provisions for the managing and regulating of the affairs of the Corporation that are not inconsistent with law or these Articles of Incorporation, as these articles may from time to time be amended. However, no bylaw shall have the effect of giving any director or officer of the Corporation or any other individual any proprietary interest in the Corporation's property, whether during the term of the Corporation's existence or as an incident to its dissolution.

ARTICLE VII.
AMENDMENTS

The Board of Directors shall have the exclusive power and authority at any time and from time to time to amend these Articles of Incorporation according to the Bylaws of the Corporation.

ARTICLE VIII.
DISSOLUTION

1. Upon termination or dissolution of the Corporation, and according to the Bylaws of the Corporation, the assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in the "Code", or the corresponding section of any future federal tax code, of which organization(s) have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving of a corporation

2. In the event the court shall find this section is applicable but there is no qualifying organization known to it which has a charitable purpose, which at least generally, includes a purpose similar to the Corporation, then the Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, shall select the qualifying organization(s) to receive the assets to be distributed.

Date: October 10, 2016