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 Elaine F. Marshall  
 North Carolina Secretary of State  
 C200825900311

State of North Carolina  
 Department of the Secretary of State

ARTICLES OF RESTATEMENT  
 FOR NONPROFIT CORPORATION

Pursuant to §55A-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following for the purpose of restating its Articles of Incorporation.

1. The name of the corporation is: United States Equine Rescue League, Inc.
2. The text of the Restated Articles of Incorporation is attached.
3. (Check a, b, c, and/or d, as applicable.)
  - a.  These Restated Articles of Incorporation were adopted by the board of directors and do not contain an amendment.
  - b.  These Restated Articles of Incorporation were adopted by the board of directors and contain an amendment not requiring member approval. (Set forth a brief explanation of why member approval was not required for such amendment.) This corporation does not have members with voting privileges.
  - c.  These Restated Articles of Incorporation contain an amendment requiring member approval, and member approval was obtained as required by Chapter 55A of the North Carolina General Statutes.
  - d.  These Restated Articles of Incorporation contain an amendment requiring approval by a person whose approval is required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.
4. These articles will be effective upon filing, unless a delayed date and/or time is specified:

This the \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_

United States Equine Rescue League, Inc  
 Name of Corporation  
Jennifer Malpass  
 Signature  
Jennifer Malpass / Board Chair  
 Type or Print Name and Title

Notes:

1. Filing fee is \$10, unless the Restated Articles of Incorporation include an amendment, in which case the filing fee is \$25. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.  
 (Revised Jan 2003)

Corporations Division

PO Box 29622

(Form N-03)  
 Raleigh, NC 27626-0622

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
UNITED STATES EQUINE RESCUE LEAGUE, INC.**

Pursuant to § 55A-10-06 of the General Statutes of North Carolina, the undersigned corporation does hereby submit these amended and restated Articles of Incorporation.

Jennifer Malpass and Jennifer Hack certify that:

1. They are the Chair and Secretary, respectively, of the "United States Equine Rescue League, Inc., a North Carolina Corporation.
2. The Articles of Incorporation of the corporation are amended and restated in their entirety, to read as follows:

Article I:

The name of the corporation is the United States Equine Rescue League, Inc.

Article II:

The period of duration of the corporation is perpetual.

Article III:

The purposes for which the corporation is organized are to operate exclusively for the charitable and educational purposes as follows:

- a. To maintain and operate a foundation to alleviate the suffering and provide support for neglected, abused and abandoned horses, mules and donkeys.
- b. To solicit, collect, and otherwise raise funds for philanthropic purposes; to contribute, disburse, and distribute the same and the income thereof for such purposes either directly or by contributions to other organizations, agencies, or institutions organized for the same or similar purposes and to whom a direct contribution would be tax exempt under the existing Internal Revenue laws and regulations; to receive and hold by purchase, gift, bequest, or otherwise, real or personal property, and distribute it as it may deem best for the promotion of the purposes of the corporation.
- c. In addition to the powers granted corporations under the laws of the State of North Carolina, the corporation shall have full power and authority to purchase, lease, and otherwise acquire, hold, mortgage, convey, and otherwise dispose of all kinds of property, both real and personal, both in this state and in all other states, territories, and dependencies of the United States; to borrow money and to give security therefore; to solicit and receive donations, bequests, devises

and other gifts of money or property, either real or personal; and to invest, administer, and use the money and property of the corporation, and any and all income derived therefrom, for any one or more of the objects and purposes specified in this paragraph; and generally to perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the corporation is created; provided, however, that no such powers shall be exercised in a manner which is not consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time.

- d. The corporation shall have no capital stock and the corporation shall have no power to declare dividends.
- e. The corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

#### Article IV:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable, to its members, directors, 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 this paragraph. 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, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by the corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Law of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

#### Article V:

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all 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(s) organized and operated exclusively for charitable, educational, religious,

or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Article VI:

The corporation shall have no voting members.

Article VII:

The Directors of the corporation shall be elected or appointed in the manner and for the terms provided in the by-laws.

Article VIII:

The number of Board of Directors shall be five (5).

The names of the current Board of Directors are as follows:

Jennifer Malpass  
Board Chair

Jennifer Hack  
Board Secretary

Deanna Gould  
Board Treasurer

Susan White  
Board Member

Open  
Board Member

Article IX:

The registered agent for the corporation is Jennifer Malpass.  
The address of the principal office and registered agent's office is:

9660 Falls of Neuse Road  
Suite 138 Box 300  
Raleigh, NC 27615  
Wake County

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors in accordance to § 55A-10-20.

We further declare under penalty of perjury under the laws of the State of North Carolina that the matters set forth in the foregoing certificate are true of our own knowledge.

I further declare under penalty of perjury under the laws of the State of North Carolina that the matters set forth in this certificate are true and correct of my own knowledge.

DATE: 9-11-08

  
Jennifer Malpass/Board Chair

  
Jennifer Hack/Board Secretary