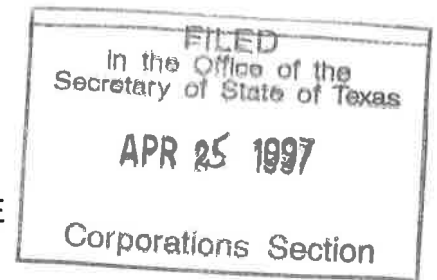


ARTICLES OF INCORPORATION
OF
NORTH TEXAS BASSET HOUND RESCUE



We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of incorporation for such corporation:

ARTICLE ONE

NAME

The name of the corporation is North Texas Basset Hound Rescue.

ARTICLE TWO

NON-PROFIT CORPORATION

The corporation is a non-profit corporation organized pursuant to the Texas Non-Profit Corporation Act. The corporation may not pay dividends to its directors or officers or otherwise accrue distributable profits, or permit the realization of private gain.

ARTICLE THREE

DURATION

The period of its duration is perpetual.

ARTICLE FOUR

PURPOSES

The purposes for which this corporation is formed are:

(1) The purpose or purposes for which the corporation is organized are to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

(2) No part of the net earnings of the corporation shall inure to the benefit of any director of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or 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. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(4) The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(5) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(6) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(7) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(8) Except as these Articles otherwise provide, the corporation has all the powers provided in the Texas Non-Profit Corporation Act. Moreover, the corporation has all implied powers necessary and proper to carry out its express powers.

(9) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

(10) Upon the dissolution of the organization, the Executive Board 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 organization, in such manner, or to such organization or organizations organized and operated exclusively for purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future U. S. Internal Revenue law as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the court of the county in which the organization@is 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.

(11) Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

ARTICLE FIVE

RESTRICTIONS AND REQUIREMENTS

The corporation may not take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions

under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the corporation may not:

(1) Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Articles and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.

(2) Serve a private interest other than one clearly incidental to an overriding public interest.

(3) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings and procedures.

(4) Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.

(5) Have objectives characterizing it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings and procedures.

(6) Distribute its assets on dissolution other than for one or more exempt purposes. On dissolution, the corporation's assets will be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the corporation was organized.

(7) Permit any part of the corporation's net earnings to inure to the benefit of any private shareholder or member of the corporation or any private individual.

(8) Carry on an unrelated trade or business, except as a secondary purpose related to the corporation's primary, exempt purposes.

ARTICLE SIX

MEMBERSHIP

The corporation will have no members.

ARTICLE SEVEN

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4560 Belt Line Road, Suite 320, Dallas, Texas 75244. The name of the initial registered agent at this office is Robert L. McCallum.

ARTICLE EIGHT

MANAGING BODY OF CORPORATION

The management of the corporation is vested in its Board of Directors and such committees of the board that the board may, from time to time, establish. The bylaws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors.

The initial Board will consist of three (3) persons. The initial Board will consist of the following persons at the following addresses:

<u>NAME</u>	<u>ADDRESS</u>
Harriet Richman	1416 W. Jeter Road Argyle, Texas 76226
Sharon Nance	17 Creekmere Drive Trophy Club, Texas 76262
Margery Cook	125 Shadow Lane Azle, Texas 76020

The number of directors may be increased or decreased by adopting or amended the bylaws. The number of directors may not be decreased to fewer than three.

ARTICLE NINE

LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the corporation or members for monetary damages for an act or omission in the director's capacity as director except as otherwise provided by a Texas statute.

ARTICLE TEN

INDEMNIFICATION

The corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the corporation as provided by the provisions of the Texas Non-Profit Corporation Act governing indemnification.

As the bylaws provide, the Board may define the requirements and limitations for the corporation to indemnify directors, officers or others related to the corporation.

ARTICLE ELEVEN

CONSTRUCTION

All references in these Articles to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE TWELVE

INCORPORATORS

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Harriet Richman	1416 W. Jeter Road Argyle, Texas 76226
Sharon Nance	17 Creekmere Drive Trophy Club, Texas 76262
Margery Cook	125 Shadow Lane Azle, Texas 76020

ARTICLE THIRTEEN

ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of directors whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by fewer than all of the directors is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the corporation within sixty (60) days after the date of the earliest dated consent delivered to the corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If delivery is made to the corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The corporation will give prompt notice of the action taken to persons who do not sign consents. If the action requires documents to be filed with the secretary of state, the filed documents will state that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the director.

WE execute these Articles of Incorporation on April 22, 1997.



Harriet Richman



Sharon Nance



Margery Cook

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, a Notary Public, on this day personally appeared before me Harriet Richman, who, being by me duly sworn, declared that she is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

22 IN WITNESS WHEREOF, I have hereunto set my hand and seal on this the
day of April, 1997.



Kaye Calabrese

Notary Public in and for the State of Texas

THE STATE OF TEXAS §
§
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, a Notary Public, on this day personally appeared before me Sharon Nance, who, being by me duly sworn, declared that she is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

22 IN WITNESS WHEREOF, I have hereunto set my hand and seal on this the
day of April, 1997.



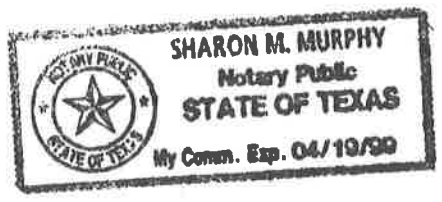
Kaye Calabrese

Notary Public in and for the State of Texas

THE STATE OF TEXAS §
§
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, a Notary Public, on this day personally appeared before me Margery Cook, who, being by me duly sworn, declared that she is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true.

22 IN WITNESS WHEREOF, I have hereunto set my hand and seal on this the
day of April, 1997.



Sharon M. Murphy

Notary Public in and for the State of Texas