

**ARTICLES OF INCORPORATION  
KAUAI ANIMAL WELFARE SOCIETY**

The undersigned, all of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the state of Hawaii, do hereby certify:

**First:** The name of the Corporation shall be Kauai Animal Welfare Society.

**Second:** The place in this state where the principal office of the Corporation is to be located is the City of Kapaa, Kauai County.

**Third:** Said corporation is organized exclusively for charitable, educational, and scientific 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, or the corresponding section of any future federal tax code.

**Fourth:** The names and addresses of the persons who are the initial directors of the corporation are as follows:

1. Dinah Chao- [REDACTED]
2. Allyson Kirk- 2840, [REDACTED]
3. David Schwartz, [REDACTED]

**Fifth:** 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 Third 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 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 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.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

**Sixth:** 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 the 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.

In witness whereof, we have hereunto subscribed our names this fifth day of January, 2015.



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Dinah Chao



\_\_\_\_\_  
Allyson Kirk



\_\_\_\_\_  
David Schwartz

**WRITTEN UNANIMOUS CONSENT IN LIEU OF A MEETING  
KAUAI ANIMAL WELFARE SOCIETY**

This action is taken in lieu of a meeting of the initial directors of the Kauai Animal Welfare Society (the "Company") under Article 4. of the Company's Articles of Incorporation, to be effective January 5, 2015.

Commencement of Business. It is resolved that the directors be authorized to execute and file all proper documents to:

1. register the Company as a Non-Profit Corporation under the Non-Profit Corporation Law of the state of Hawaii;
2. seek exemption from federal income tax under Internal Revenue Code 501(c)(3);
3. seek exemption from applicable taxes under laws of the State of Hawaii; and
4. obtain all necessary licenses for conducting business of the Company in the State of Hawaii and elsewhere.

Banking. It is resolved that the initial directors of this Company are authorized to open a bank account or accounts with the bank of their choice, and that said bank's standard resolutions relating to the opening of a corporate account are hereby adopted as though fully set forth herein.

Organizational Expenses. It is resolved that the initial directors be authorized to pay all proper organizational expenses of the company.

In witness whereof, we have hereunto subscribed our names this fifth day of January, 2015.

  
\_\_\_\_\_  
Dinah Chao

  
\_\_\_\_\_  
Allyson Kirk

  
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David Schwartz