

FILED
In the Office of the
Secretary of State of Texas
FEB 11 2005

ARTICLES OF INCORPORATION

OF

CIRNECO dell'ETNA CLUB of AMERICA,

Corporations Section

The undersigned natural person of the age of eighteen (18) years or more, acting as Incorporator of a corporation, hereinafter referred to as the "Club," under the Texas Non-Profit Corporation Act, as amended, hereinafter referred to as the "Act," adopts the following Articles of Incorporation for the Corporation:

ARTICLE ONE

Name

The name of the Club is Cirneco dell'Etna Club of America.

ARTICLE TWO

Non-Profit

The Club is a non-profit corporation.

ARTICLE THREE

Duration

The period of the duration of the Club is perpetual.

ARTICLE FOUR

Purpose

Section 1. Purpose. The Club is organized and shall be operated exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(93) or the corresponding section of any future federal tax code, and in furtherance of such purposes, but always subservient thereto, such purposes shall include the following: To encourage and promote quality in the breeding and performance of pure-bred Cirnechi dell'Etna with strict adherence to the breed standard while striving to bring their natural qualities to perfection and to educate the public about the history, importance, training, qualities, and care of the breed.

Section 2. Objectives. In furtherance of its goal, the Club will:

- (a) encourage its members and breeders to accept the standard of the breed as approved by the Italian Kennel Club (ENCI) and accepted by the Federacion Cynologique Internationale (FCI) as the international uniform standard of excellence by which the Cirneco dell'Etna shall be judged;
- (b) represent the breed within the broader community of national and international dog breed clubs, organizations, publications, veterinarian societies, and animal shelter and rescue groups;
- (c) do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at all events such as American Kennel Club ("AKC") and American Sighthound Field Association ("ASFA") lure coursing tests and trials, field trails, hunting tests, agility trials, obedience trials, and other events for which the Club is eligible;
- (d) conduct, sponsor, and encourage on behalf of the breed events for which the Club is eligible including sanctioned trials, dog shows, obedience trials, lure coursing tests and trials, hunting tests, conformation events, and other events under the rules of the AKC and the ASFA;
- (e) disseminate knowledge, conduct classes in, and promote the training of Cirnechi dell'Etna, and
- (f) encourage the training of judges.

Section 3. Limiting Clause. Nothing in this Article is to be construed as authorizing the Club to transact any business in the State of Texas expressly prohibited by any law of Texas, or to engage in any activity in Texas which cannot lawfully be engaged in without first obtaining a license under the laws of Texas and which license cannot be granted to a corporation, or to transact any of the businesses referred to in Section B(3), B(4), and B(5) of Article 2.01 of the Act. The Club shall not be conducted or operated for profit and no part of the net earnings of the Club shall be distributed to or otherwise inure to the benefit of any director, officer, or member of the Club, any individual having a personal or private interest in the activities of the Club, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services provided and to make payments and distributions in furtherance of the purposes set forth in Section 1. No substantial part of the activities of the Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. No gift or contribution of property or funds of the Club shall be made to any organization which engages in any activity in which the Club is precluded from engaging or to any person for the purpose of engaging in any such activity. The Club shall make distributions at such time and in such manner as not to subject it to tax under Section 4942 of the Code; the Club shall not (a) engage in any act of self-dealing which would be subject to tax under Section 4941 of the Code; the Club shall not retain any excess business holding which would subject it to tax under Section 4943 of the Code; (b) make any investments that would subject it to tax under Section 4944 of the Code; or (c) make any taxable expenditures which would subject it to tax under Section 4945 of the Code. Notwithstanding any other provision of these Articles of Incorporation, the Club shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of the Club or 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4. By-laws. The members may adopt and may from time to time revise such By-laws as may be required to carry out the foregoing purpose and objectives.

ARTICLE FIVE

Initial Registered Office and Agent

Section 1. Registered Office. The street address of the initial registered office of the Club is 816 Kipling, Houston, Texas 77006.

Section 2. Registered Agent. The name of the initial registered agent of the Corporation at such address is John T. Unger.

ARTICLE SIX

Data Respecting Directors

Section 1. Board of Directors. The number of directors shall from time to time be fixed by or in the manner provided in the By-laws of the Corporation. The number of directors constituting the initial Board of Directors is three (3) who need not be residents of the State of Texas.

Section 2. Names and Addresses. The names and street addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Greg Lovelace	2700 Ringo Road Independence, MO 64057
Theresa White	6237 Providence Dr. Carpentersville, IL 60110
Deborah Poole	12403 Lago Bend Lane Houston, TX 77041
Lucia M. Prieto	24 Courtlandt Place Houston, TX 77006

Section 3. Increase or Decrease of Directors. The number of directors may be increased or decreased from time to time by amendment to the By-laws; provided, however, the number of directors shall be not less than three (3); and provided further that no decrease shall have the effect of shortening the term of any incumbent director.

Section 4. Term of Office for Directors. The term of office of each director shall be for a period of time which shall commence on the date such director is duly elected or appointed and shall terminate on the date such director dies, resigns, becomes incapacitated, is removed or for any other reason is unable, unwilling or ineligible to continue to serve as such director. Any vacancy occurring from time to time on the Board of Directors may be filled by the remaining directors in the manner provided in the By-laws.

ARTICLE SEVEN

Data Respecting Incorporator

The name and street address of the Incorporator of the Club is:

<u>Name</u>	<u>Address</u>
John T. Unger	816 Kipling Houston, Texas 77006

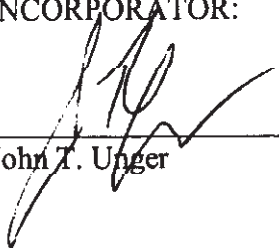
ARTICLE EIGHT

Disposition of Assets Upon Dissolution

In the event of the liquidation, dissolution, or winding up of the affairs of the Club, whether voluntarily or involuntarily, the Board of Directors shall dispose of the property and assets of the Club, together with all undistributed income earned thereon, after the payment, satisfaction, and discharge of all liabilities and obligations of the Club, or the making of adequate provision therefor, in such manner as the members of the Board of Directors, in the exercise of their absolute discretion, and by majority vote, shall determine; provided, however, that such disposition shall be exclusively in the furtherance of the objects and purposes for which the Club is formed; that no part of the property and assets of the Club shall ever accrue to the benefit of (1) any director or officer of the Club or any individual having a personal or private interest in the affairs of the Club or (2) any organization which engages in any activity in which the Club is precluded from engaging or which is not an organization as described in Section 501(c)(3) of the Code; and that the remaining assets of the Club shall be distributed only for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government or to a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided in the Act. 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 Club is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have hereunto set our hands this 10th day of October, 2004.

INCORPORATOR:



John T. Unger