



R.I. DEPARTMENT OF STATE  
 BUSINESS SERVICES DIVISION  
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**Articles of Incorporation**  
 DOMESTIC Non-Profit Corporation

→ Filing Fee: \$35.00

The undersigned, acting as incorporator(s) of a corporation under RIGL 7-6-34, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is: <b>PetsEmpower, Inc.</b>		
2. The period of its duration is: CHECK ONLY ONE BOX <input checked="" type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____		
3. The specific purpose or purposes for which the corporation is organized are:   <div style="text-align: right;">Check the box to indicate an attachment. <input checked="" type="checkbox"/></div>		
4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:   <div style="text-align: right;">Check the box to indicate an attachment. <input checked="" type="checkbox"/></div>		
5. Name and address of the initial registered agent/office in Rhode Island is:		
Name <b>Jordan Ross</b>		
Street Address (NOT a P.O. Box) <b>18 School Lane</b>		
City <b>Barrington</b>	State <b>RHODE ISLAND</b>	Zip Code <b>02806</b>

**MAIL TO:**  
 Division of Business Services  
 148 W. River Street, Providence, Rhode Island 02904-2615  
 Phone: (401) 222-3040  
 Website: www.sos.ri.gov

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BY CW 287666

6. The number of the initial Board of Directors of the Corporation is 3 (not less than 3 directors) and the names and address of the persons who are to serve as the initial directors are:

NAME	ADDRESS
Jordan Ross	18 School Lane, Barrington, RI, 02806
Bill Ferguson	103 Ninth Street, #110, Charlestown, MA 02129
Jim Bouderau	1403 Slaterville Road, Ithaca, NY 14850
Mike Caslin	430 Old Neighborhood Road, Kingston, NY 12401

Check the box to indicate an attachment.

7. The name and address of each incorporator is:

NAME	ADDRESS
Jordan Ross	18 School Lane, Barrington, RI 02806

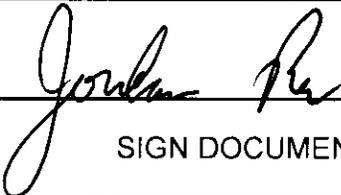
Check the box to indicate an attachment.

8. Date when these articles will be effective: **CHECK ONLY ONE BOX**

Date received (Upon filing)

Later effective date (Date must be no more than 30 days from the day of filing) \_\_\_\_\_

*Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.*

Type or Print Name of Incorporator <b>Jordan Ross</b>		Date <b>10/27/2016</b>
Signature of Incorporator SIGN DOCUMENT HERE		

Type or Print Name of Incorporator		Date
Signature of Incorporator SIGN DOCUMENT HERE		

Type or Print Name of Incorporator		Date
Signature of Incorporator SIGN DOCUMENT HERE		

**ATTACHMENTS TO FORM 200**  
**ARTICLES OF INCORPORATION OF PETSEMPower, INC.**

**Section 3. The specific purpose or purposes for which the corporation is organized are:**

The Corporation is a nonprofit corporation organized and operated exclusively to carry out charitable, scientific, literary or educational purposes, as those terms are defined for purposes of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

The purposes for which the Corporation is to be formed are to educate the public about the therapeutic and health benefits of pet ownership and aid the indigent, sick and others experiencing hardships by (i) publishing educational materials and conducting educational panels, lectures and other educational events about the health and therapeutic benefits of pet ownership and resources available for caring for pets during times of hardship, (ii) conducting a pet fostering program for pets owned by the indigent, sick, and others experiencing hardships, (iii) paying veterinary fees for pets owned by the indigent, sick, and others experiencing hardships, (iv) making grants to other section 501(c)(3) organizations that provide pet care services for the indigent, sick, and others experiencing hardships, and (v) recruiting and organizing volunteers for section 501(c)(3) organizations that have similar purposes.

The Corporation is empowered to use for such ends such agencies and means as from time to time may be expedient to the directors or found to be appropriate therefor, including by raising funds for such purposes.

The Corporation shall conduct its affairs and use and/or distribute its funds only in a manner consistent with the authority and powers granted to organizations which qualify under section 501(c)(3) of the Code.

**Section 4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:**

**A.** The Corporation shall have the power to exercise all rights and powers conferred by the laws of the State of Rhode Island upon non-profit corporations, including, but without limitation thereon, to solicit and receive gifts, devises, bequests and contributions, in any form, and to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the purposes set forth in Section 3 hereof.

**B.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's directors or officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Section 3 hereof.

**C.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Code and provided the Corporation has made the appropriate election under that provision), 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.

**D.** In the event of dissolution of the Corporation, no distribution of any of the property or assets of the Corporation shall be made to any director, trustee, officer or employee of the Corporation, or to any other private individual, and the Board of Directors 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 Corporation exclusively for the purposes of the Corporation, as described in Section 3 hereof, in such manner, to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

During such period, or periods, of time as the Corporation is treated as a “private foundation” pursuant to Section 509 of the Code, the Board of Directors must distribute the Corporation’s income at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The Corporation shall not engage in any excess benefit transaction, as defined in Section 4958 of the Code.

**E.** The Corporation shall not have or issue shares of stock or pay dividends.

**F.** The Corporation may have one or more classes of members. The conditions of membership, if any, shall be stated in the By-laws of the Corporation.

**G.** The number of directors which shall constitute the whole Board shall be fixed by, or in the manner provided in, the By-laws, but in no case shall the number be less than three. The manner of election of the directors, their tenure of office and their duties and powers shall, except as otherwise provided in these Articles of Incorporation, be prescribed in the By-laws, which may also regulate the calling and holding of meetings of the Board of Directors.

**H.** The Corporation shall indemnify its directors and officers to the full extent permitted by Section 7-6-6 of the Rhode Island Nonprofit Corporation Act, as amended from time to time.