

Michigan Department Of Energy, Labor & Economic Growth

Filing Endorsement

This is to Certify that the RESTATED ARTICLES OF INCORPORATION - NONPROFIT

for

ALL ABOUT ANIMALS RESCUE

ID NUMBER: 788473

received by facsimile transmission on April 7, 2009 is hereby endorsed

Filed on April 7, 2009 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 7TH day of April, 2009.

A handwritten signature in black ink, appearing to read "Andrew L. Mitchell".

, Director

Bureau of Commercial Services

STATE OF MICHIGAN
MICHIGAN DEPARTMENT OF LABOR AND ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES
LANSING, MICHIGAN

RESTATED ARTICLES OF INCORPORATION

OF

ALL ABOUT ANIMALS RESCUE

(A Michigan Nonprofit Corporation)

Pursuant to the provisions of the Michigan Nonprofit Corporation Act, being Act 162, Public Acts of 1982, as amended (the "Act"), the undersigned corporation ("Corporation") executes the following Articles:

1. The present name of the Corporation is ALL ABOUT ANIMALS RESCUE.
2. The corporation identification number (CID) assigned by the Bureau is 788473.
3. All former names of the Corporation are: None.
4. The date of filing the original Articles of Incorporation was June 20, 2005.

The following Restated Articles of Incorporation supersede the Articles of Incorporation and shall be the Articles of Incorporation for the Corporation:

ARTICLE I

The name of the corporation is All About Animals Rescue (the "Corporation").

ARTICLE II

1. The purposes for which the corporation is organized are as follows:
 - (a) To rescue unwanted dogs and cats and place them in loving, permanent homes while providing programs to reduce pet over-population.
 - (b) To conduct any and all such activities and exercise any and all such powers as are necessary to the achievement of the foregoing and in furtherance of the purposes of the corporation.
 - (c) To do all things permitted by the Act necessary for, or incidental to, the carrying out of the foregoing purposes.

2. The Corporation is organized exclusively to perform those charitable purposes permitted under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended or corresponding provision of any future tax code (the "Code"), including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on: (1) by an organization which is described in Section 501(c)(3) of the Code and which is exempt from federal income tax under Code Section 501(a); or, (2) by an organization, contributions to which are deductible under the Code.

3. No substantial part of the activities of the Corporation shall be to carry on propaganda or otherwise attempt to influence legislation.

4. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or against any candidate for public office.

5. No part of the net earnings of the Corporation shall inure to the benefit of its directors, officers, or other private individuals, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its charitable purpose as set forth in these Articles of Incorporation.

ARTICLE III

1. The Corporation is organized upon a nonstock basis.

2. The assets that the Corporation possesses are:

Real Property – None

Personal Property – \$63,229

3. The Corporation is to be financed by gifts, grants, contributions, bequests, fundraising activities, the performance of services and other activities related to the Corporation's exempt purposes and investment income.

4. The Corporation is organized on a directorship basis.

ARTICLE IV

1. The address and the mailing address of the registered office is:

23205 Gratiot, PMB #331

Eastpointe, MI 48021

2. The name of the resident agent at the registered office is:
Amber Sitko

ARTICLE V

The duration of the Corporation is perpetual.

ARTICLE VI

1. The term "volunteer director" shall have the same definition as set forth in Section 110(2) of the Act as the same currently exists or may hereafter be amended.

2. To the fullest extent permitted by the Act, as the same presently exists or may hereafter be amended, a volunteer director or volunteer officer of the Corporation shall not be personally liable to the Corporation or any members or shareholders for monetary damages for breach of the volunteer director's or officer's fiduciary duty. However, this provision does not eliminate or limit the liability of a volunteer director or officer for any of the following:

- (a) a breach of the volunteer director's or officer's duty of loyalty to the Corporation;
- (b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) a violation of Section 551(1) of the Act;
- (d) a transaction from which the volunteer director or officer derived an improper personal benefit;
- (e) an act or omission occurring before the date that this Article becomes effective in accordance with the pertinent provisions of the Act; or
- (f) an act or omission that is grossly negligent.

3. To the fullest extent permitted by the Act, as the same presently exists or may hereafter be amended, the Corporation assumes all liability to any person other than the Corporation for all acts or omissions of a volunteer director occurring on or after the date this Article becomes effective in accordance with the pertinent provisions of the Act, incurred in the good faith performance of the volunteer director's duties as such. A claim for monetary damages for a breach of a volunteer director's duty to any person other than the Corporation shall not be brought or maintained against a volunteer director; but such a claim shall be brought or maintained instead against the Corporation, which shall be liable for the breach of the volunteer director's duty.

4. Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of any director or officer of the Corporation existing at the time of such repeal, amendment or other modification. If the Act is amended after this Article becomes effective, then the liability of directors and officers shall be eliminated or limited to the fullest

extent permitted by the Act as so amended.

ARTICLE VII

1. In addition to the Corporation's assumption of liability pursuant to Article VII above, to the fullest extent permitted by the Act as the same presently exists or may hereafter be amended, the Corporation assumes the liability for all acts or omissions of the Corporation's volunteer directors, volunteer officers, or other volunteers occurring on or after the date this Article becomes effective in accordance with the pertinent provisions of the Act if all of the following are met:

- (a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
- (b) The volunteer was acting in good faith.
- (c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- (d) The volunteer's conduct was not an intentional tort.
- (e) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

2. Pursuant to the Act, as the same currently exists or may hereafter be amended, a claim for monetary damages for a volunteer director's, volunteer officer's or other volunteer's acts or omissions shall not be brought or maintained against a volunteer director, volunteer officer or other volunteer. The claim shall be brought and maintained against the Corporation.

3. Any repeal, amendment or modification of this Article shall not adversely affect any right or protection of a director, officer or other volunteer of the Corporation existing at the time of such repeal, amendment or other modification. If the Act is amended after this Article becomes effective, then the liability of volunteer directors, volunteer officers and other volunteers shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

ARTICLE VIII

Upon dissolution of the Corporation, no director, officer, or other private individual shall receive, or be entitled to receive, any distribution or division of the remaining property and assets, or the proceeds thereof, of the Corporation. Upon dissolution of the Corporation, after payment or reservation of adequate funds for payment of the Corporation's debts and obligations, all remaining property and assets of the Corporation shall be distributed to one or more organizations which are then qualified as organizations described in Code Section 501(c)(3), as selected by the Corporation's board of directors.

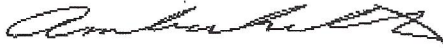
ARTICLE IX

When a compromise or arrangement or a plan of reorganization of the Corporation is proposed between the Corporation and its creditors or any class of them or between the Corporation and its members, or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor, shareholder, or member of the Corporation, or an application of a receiver appointed for the Corporation, may order a meeting of the creditors or class of creditors or of the shareholders or members or class of shareholders or members to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or members or class of shareholders or members to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or members or class of shareholders or members and also on the Corporation.

These Restated Articles of Incorporation were duly adopted by the members pursuant to Sections 611(2) and 642 of the Act.

Signed this 6 day of April, 2009.

By:



Amber Sitko

Its:

President