

ARTICLES OF INCORPORATION OF

KERRY BLUE TERRIER FOUNDATION

In compliance with the requirements of Wyoming Statutes 17-19-101, et seq. (Lexis 1999), the undersigned incorporator being of lawful age, does make these Articles of Incorporation for the purpose of forming a corporation not-for-profit and hereby certifies as follows:

ARTICLE I - NAME:

The name of the corporation is: Kerry Blue Terrier Foundation.

ARTICLE II - TYPE OF NON-PROFIT ENTITY:

The Kerry Blue Terrier Foundation is a public benefit corporation.

ARTICLE III - PURPOSE:

The purposes for which the corporation is formed are as follows: (1) To educate the public about the Kerry Blue Terrier through a comprehensive computer web site, internet news list and the publication of pamphlets, articles, books and other media forms; (2) To rescue Kerry Blue Terriers from public and private animal shelters and other sources, and to ensure their future well-being by providing care, evaluation, rehabilitation, placement and follow-up, and to support the ongoing rescue efforts of national and regional Kerry Blue Terrier Clubs; and (3) To assist in the financial funding of research of health and genetic projects for the benefit of the Kerry Blue Terrier. These purposes can be performed directly by the foundation or through funding of other entities to perform the purposes under the direction and control of the foundation. The Kerry Blue Terrier Foundation does not contemplate pecuniary gain or profit.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, 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 herein. 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 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 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 corresponding section of any future federal tax code.

The Kerry Blue Terrier Foundation will:

- 1) not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 2) not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 3) not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 4) not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV - REGISTERED OFFICE AND AGENT:

The initial principal registered office of the Kerry Blue Terrier Foundation is located at: 217 West 18th Street, Cheyenne, Wyoming 82001. Macy Law Office, P.C., a Wyoming Corporation, shall be the initial registered agent at that office.

ARTICLE V - INCORPORATOR:

John Van den Bergh is the incorporator of the Kerry Blue Terrier Foundation and his address is: 724 Refugio Road, Santa Ynez, California 93460.

ARTICLE VI - MEMBERS:

The Kerry Blue Terrier Foundation will not have any members.

ARTICLE VII - DURATION AND DISSOLUTION:

The term of existence of the Kerry Blue Terrier Foundation will be perpetual, unless earlier dissolved in accordance with the By Law of the corporation or in the absence of a governing provision, by its incorporator or Directors in accordance with Wyoming Statute Ann. 17-19-1401 or successor statute. Upon dissolution, the distribution of assets of the Kerry Blue Terrier Foundation shall be distributed to a public benefit corporation, the United States, a state or a person that is recognized as exempt under section 501(c)(3) of the Internal Revenue Code.

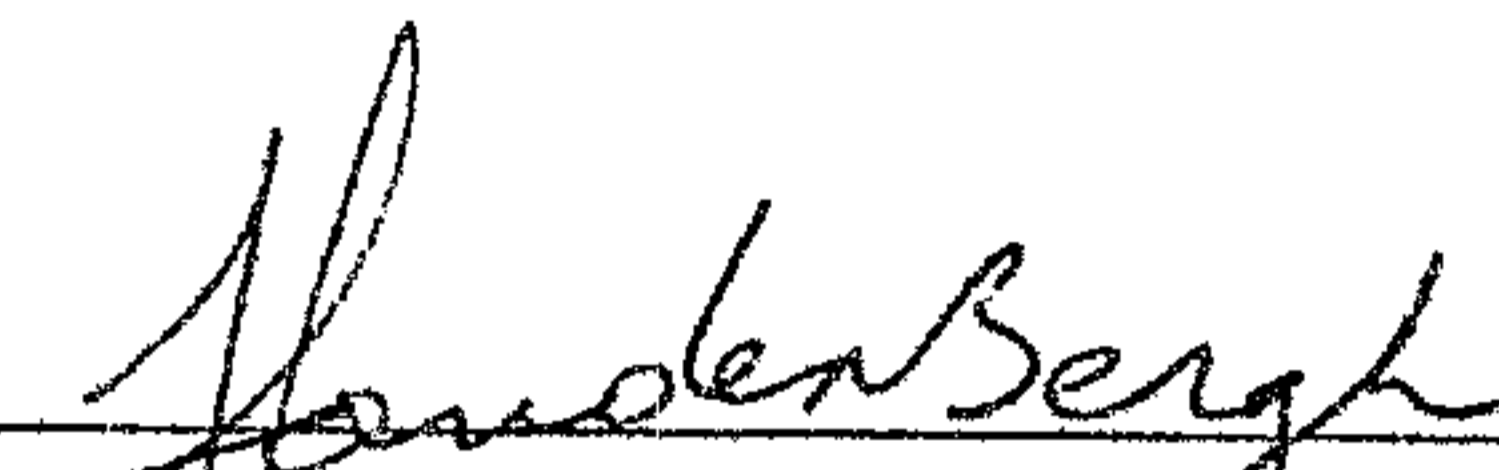
ARTICLE VIII - BOARD OF DIRECTORS:

The management of the Corporation shall reside with the Board of Directors. The number of directors constituting the initial Board of Directors shall be five (5) in number and the same may be amended as set forth in the By Laws of the Corporation but there shall at no time be less than three (3) directors. The specific management powers shall be set forth in the By Laws of the Corporation.

ARTICLE IX - INDEMNIFICATION OF DIRECTORS AND OFFICERS:

The Corporation shall indemnify any officer or director who is held liable for any amount, so long as such liability is due to the performance of corporate duties and does not constitute ultra vires activities, fraudulent or illegal acts. The Board of Directors not so involved shall determine such liability in the activity or acts, or an independent mediator appointed by the Board of Directors.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the Laws of the State of Wyoming, the undersigned constituting the incorporator of the Kerry Blue Terrier Foundation, has executed these Articles of Incorporation, this 20th day of February, 2002.



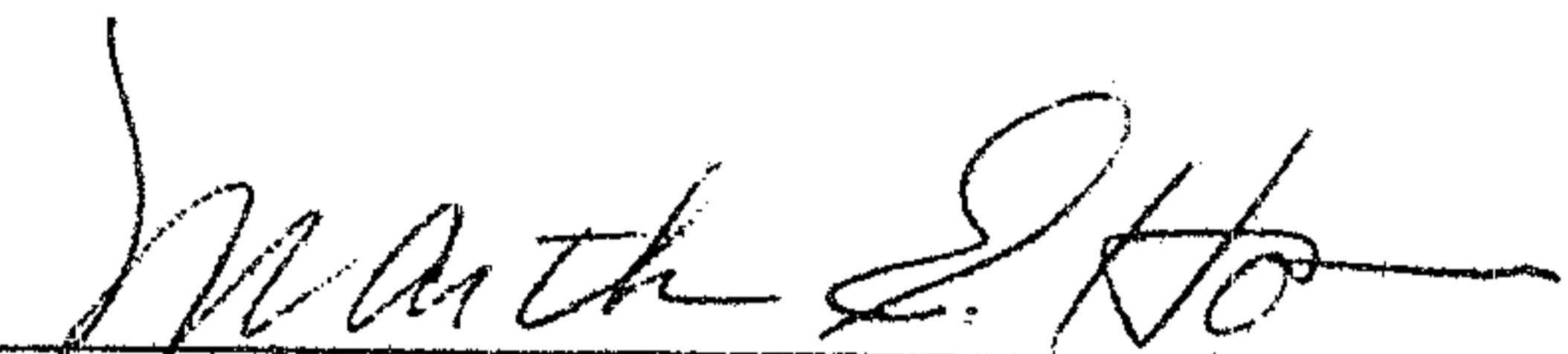
JOHN VAN DEN BERGH, Incorporator
Kerry Blue Terrier Foundation

STATE OF CALIFORNIA)
) ss
COUNTY OF SANTA BARBARA)

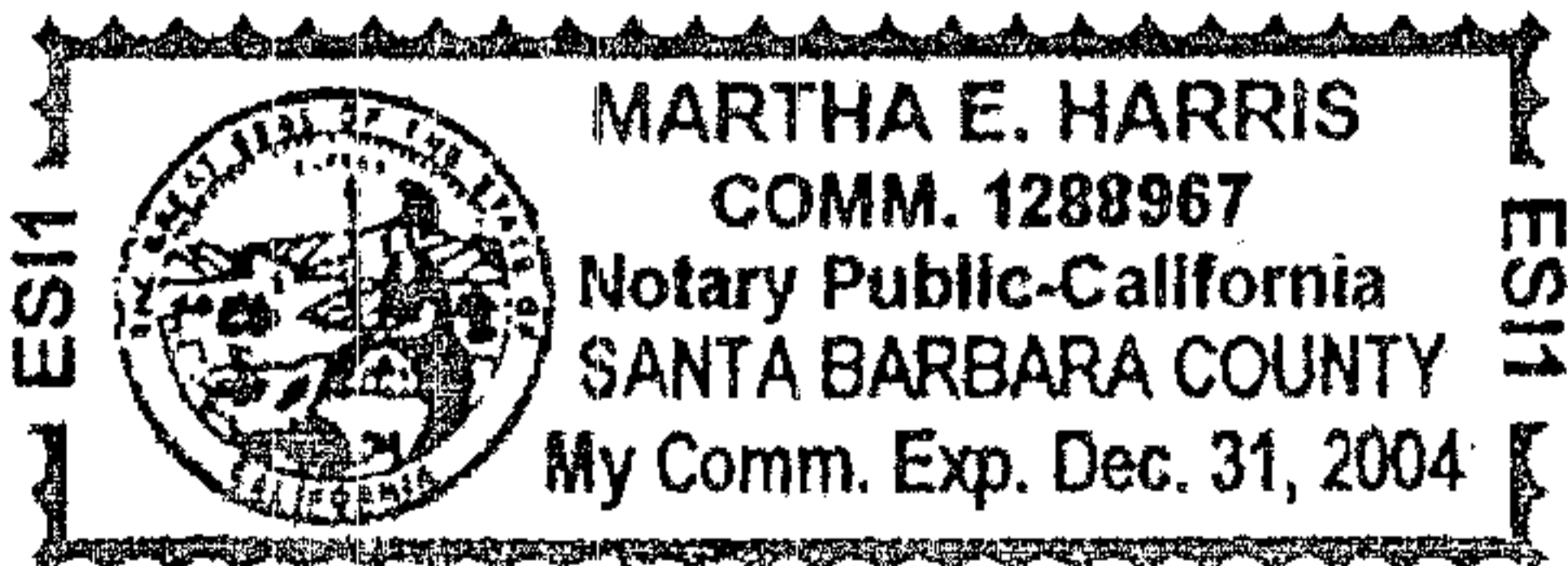
The foregoing instrument was acknowledged before me by John Van den Bergh, Incorporator of Kerry Blue Terrier Foundation, this 20th day of FEBRUARY, 2002.

Witness my hand and official seal.

SEAL



Notary Public



**WRITTEN CONSENT TO APPOINTMENT
BY INITIAL REGISTERED AGENT**

FOR

KERRY BLUE TERRIER FOUNDATION

I, Mark E. Macy, President of MACY LAW OFFICE, P.C., 217 West 18th Street, Cheyenne, Wyoming 82001, do voluntarily consent to serve as the initial registered agent for **KERRY BLUE TERRIER FOUNDATION**, a Wyoming corporation on the date shown below. The undersigned initial registered agent certifies that it is a domestic corporation whose business office is identical with the registered office. The undersigned initial registered agent knows and understands the duties of a registered agent as set forth in the Wyoming Business Corporation Act of 1989.

Dated this 21ST day of February, 2002.



Mark E. Macy, President
MACY LAW OFFICE, P.C.
Initial Registered Agent
For Service of Process for
KERRY BLUE TERRIER FOUNDATION
217 West 18th Street
Cheyenne, Wyoming 82001