

**Articles of Incorporation of
Furkids, Inc.
A Georgia Nonprofit Corporation**

Articles of Incorporation of the undersigned, a majority of who are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Georgia, do hereby certify:

Article 1.

The name of the corporation is **Furkids, Inc.**

Article 2.

The corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

Article 3.

The corporation is organized exclusively for charitably and educational 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 tax code. The specific purpose of the corporation is the prevention of cruelty to animals by finding responsible permanent homes as family pets for abandoned animals thereby decreasing the kill rate of animals in shelters, encouraging spaying and neutering of all pets, and educating the public on the proper care and treatment of animals.

Article 4.

The corporation will not have members.

Article 5.

The principal mailing address of the corporation is **795 Hammond Dr. #1806, Atlanta, GA 30328.**

Article 6.

The corporation shall have perpetual duration.

Article 7.

The corporation shall have 3 directors. The name and address of each initial director is:

Samantha Dees Shelton
1071 Standard Dr.
Atlanta, GA 30319

Susan J. Berliner
1785 Mount Paran Rd.
Atlanta, GA 30327

Neil Broom
795 Hammond Dr. #1806
Atlanta, GA 30328

Article 8.

The Directors and Officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the State of Georgia.

Article 9.

The Directors of the Corporation shall not be liable to the Corporation for monetary damages for any action taken, or any failure to take any action, as a director, except liability:

(i) for any appropriation, in violation of his or her duties, of any business opportunity of the corporation;

(ii) for acts or omissions which involve intentional misconduct or a knowing violation of law;

(iii) or the types of liability set forth in Georgia Nonprofit Corporation Code Sections 14-3-860 through 14-3-864; or

(iv) for any transaction from which the director received an improper personal benefit.

Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

If the Georgia Nonprofit Corporation Code is amended, after this Article becomes effective, to authorize corporate action further eliminating or limiting the liability of directors, then, without further corporate action, the liability of a director of the Corporation, in addition to the limitation on liability provided herein, shall be limited to the fullest extent permitted by the Georgia Nonprofit Corporation Code, as so amended.

In the event that any of the provisions of this Article (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

Article 10.

The street address of the registered office is 795 Hammond Dr. #1806, Atlanta, Georgia 30328. The registered agent is Neil Broom. The county of the registered office is Fulton.

Article 11.

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 of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation or supporting political campaigns on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not engage in any activities not permitted to be carried on by a corporation exempt from United States federal income tax under Section 501(c)(3) of the United States Internal Revenue Code nor engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

Article 12.

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 shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are operated exclusively for such purposes.

Article 13.

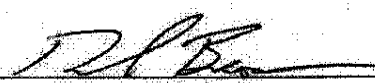
The name and address of each incorporator is:

Samantha Dees Shelton
1071 Standard Dr.
Atlanta, GA 30319

Susan J. Berliner
1785 Mount Paran Rd.
Atlanta, GA 30327

Neil Broom
795 Hammond Dr. #1806
Atlanta, GA 30328

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation. This 5th day of February 2003.


Neil Broom
Incorporator

SECRETARY OF STATE
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CORPORATIONS DIVISION