

**Certificate of Incorporation of Chesapeake Bay Retriever Relief & Rescue,
Incorporated under Section 402 of the not-for-profit corporation law.**

We, the undersigned, acting as incorporators of a not-for-profit corporation under Section 402 of the not-for-profit corporation law of the State of New York, set forth the following:

First The name of the Corporation is Chesapeake Bay Retriever Relief & Rescue, Incorporated.

Second The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the not-for-profit Corporation Law. This Corporation is not organized for pecuniary profit or financial gain, and no part of its assets, income or profits shall be distributable to, or inure to the benefit of its members, directors or officers except to the extent permitted under the not-for-profit Corporation Law.

Third The Corporation shall be a Type B corporation under Section 201 of the not-for-profit Corporation Law – a charitable and educational association.

Fourth The Corporation will engage in the rescue and placement of purebred and mixed bred Chesapeake Bay Retrievers that are abandoned, in shelters, abused, neglected, surrendered by their current owners, or for any other reason are in need of a new home. Additionally, the Corporation will provide assistance and education to prospective, new and current owners of Chesapeake Bay Retrievers and Chesapeake Bay Retriever mixes, along with the general public, in regard to responsible ownership and the importance of spaying and neutering other than breeding stock animals.

The foregoing purposes and activities shall be interpreted as examples only and not as limitation, and nothing therein shall be deemed as prohibiting the Corporation from extending its activities to any related or otherwise permissible lawful business purpose which may become necessary or desirable for the furtherance of the corporate objectives expressed above.

It is expressly provided that this Corporation shall also have the power to all such acts as are necessary or convenient to attain the objectives and purposes herein set forth, to the same extent and as fully as any natural person could or might do, and as are not forbidden by law or by this Certificate of Incorporation or by the By-laws of this Corporation.

Fifth The office of the Corporation will be located within Herkimer County, New York.

Sixth Pursuant to Section 621 of the not-for-profit Corporation Law, the books and records of the Corporation shall be maintained in Herkimer County, at 11 Stewart Street, Dolgeville, NY 13329.

Seventh The number of trustees constituting the initial Board of Trustees of the Corporation is five (5), and the names and addresses of the persons who are to serve as the initial Trustees are:

Rebecca Austin
1105 Cambridge Oaks Drive
Columbia, SC 29223-5346

Susan M. Baxter
82 Pinewood Avenue
Albany, NY 12208

Fred B. Feins
20 Harvey Drive, PO Box 151
North Granby, CT 06060-0151

Barbara A. Healy
20 Harvey Drive, PO Box 151
North Granby, CT 06060-0151

Brenda Naizby
11 Stewart Street
Dolgeville, NY 13329

The number of Trustees is fixed at five (5). Succeeding Trustees shall be elected by a majority vote of the remaining Trustees.

Eighth The duration of the Corporation is perpetual unless the Corporation is dissolved with the approval of seventy-five percent (75%) of the Trustees. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, a said Court shall determine, which are organized and operated exclusively for such persons.

Ninth Said organization is organized exclusively for charitable 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 corresponding section of any future Federal Tax Code.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on: (a) by an organization 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 an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

Tenth The Secretary of State of the State of New York is designated as an agent of the corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon the Secretary of State shall be 11 Stewart Street, Dolgeville, NY 13329.

Eleventh The registered agent of the Corporation for upon whom process against the Corporation may be served will be Brenda Naizby, 11 Stewart Street, Village of Dolgeville, County of Herkimer, State of New York 13329.