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**ARTICLES OF INCORPORATION
OF
THE PET PROJECT MIDWEST**

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

The undersigned, acting as the incorporator of a corporation under the Revised Iowa Nonprofit Corporation Act (the "Act"), Chapter 504 of the Iowa Code (2009), hereby adopts the following Articles of Incorporation for the corporation:

ARTICLE I
NAME

The name of this corporation is The Pet Project Midwest.

ARTICLE II
REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation and the name of its initial registered agent are:

Holly Hartling
2827 122nd Street
Urbandale, Iowa 50323

ARTICLE III
INCORPORATOR

The name and address of the incorporator of this corporation are:

Diana L. Grimes
Faegre & Benson, LLP
807 Grand Avenue, Suite 3100
Des Moines, IA 50309

ARTICLE IV
CORPORATE EXISTENCE

The corporate existence of this corporation begins on the date these Articles of Incorporation are filed with the Secretary of the State of Iowa and continues perpetually thereafter unless dissolved as provided by law.

ARTICLE V
OBJECT AND PURPOSE

This corporation is organized exclusively for charitable, literary, educational and/or scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any corresponding section of any future federal tax code. Without limiting the generality of the foregoing, such purposes include the general support of animal welfare by: preventing cruelty to animals, providing animal welfare education, emergency support services, direct animal care and eventually fostering and longer term placement of animals.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the corporation is made up of the following five people at the following addresses:

<u>Name</u>	<u>Address</u>
Becky Mollenkamp	16541 Buena Vista Drive, Clive, Iowa 50325
Sara Henderson	2028 9 th Street, Des Moines, Iowa 50314
Monica Wimber	705 10 th Ave NW, Altoona, IA 50009
Holly Hartling	2827 122 nd Street, Urbandale, Iowa 50323
Karla Rendall	4302 125 th Street, Urbandale, IA 50323

ARTICLE VII
SUBSEQUENT BOARDS OF DIRECTORS

The manner of election and the qualifications and rights of subsequent boards of directors will be set forth in the corporation's Bylaws.

ARTICLE VIII
MEMBERS

The corporation shall have no members.

ARTICLE IX
ACTIVITIES/POWERS

No part of the net earnings of this corporation inures to the benefit of or is distributable to, its directors, officers, or other private person except that this corporation is authorized and has the power to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V of these Articles. No substantial part of the activities of this corporation is the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation may not participate in or intervene in (including publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, as provided by Section 501(c)(3) of the Code or corresponding section of any future federal tax code. Notwithstanding any other provisions of these Articles, this corporation may not carry on any other activities not permitted to be carried on by:

(a) A corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code or the corresponding section of any future federal tax code; or

(b) A corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding section of any future federal tax code.

Except as otherwise provided in these Articles, this corporation has unlimited power to engage in and to do any lawful act concerning any and all lawful purposes for which this corporation may be organized under the Act.

ARTICLE X
DISSOLUTION

Upon the dissolution of this corporation, the assets of this corporation must be distributed only in accordance with the applicable provisions of the Act for one or more exempt purposes under Section 501(c)(3) of the Code or the corresponding section of any future federal tax code.

ARTICLE XI
LIMITATION ON LIABILITY


A director of this corporation is not personally liable to the corporation for monetary damages for any action taken, or failure to take any action as a director, except for liability (a) for the amount of a financial benefit received by a director to which the director is not entitled, (b) for intentional infliction of harm on the corporation, (c) for a violation of Iowa Code Section 504.835, or (d) for an intentional violation of criminal law. No amendment to or repeal of this Article applies to or has any effect on the liability or alleged liability of any director of this corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If Iowa law is hereafter changed to permit

further elimination or limitation of the liability of directors for monetary damages to a nonprofit corporation, then the liability of a director of this corporation will be eliminated or limited to the full extent then permitted.

ARTICLE XII
AMENDMENTS

These Articles of Incorporation may be amended at any time and from time to time as provided by Iowa Code Chapter 504, but no amendment shall be adopted which deprives the corporation of tax exempt status under the Internal Revenue Code 1986, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand this September 25, 2009.



Diana L. Grimes, Incorporator

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