

CITY COUNCIL ACTION REPORT

July 22, 2009

TO: John Szerlag, City Manager

FROM: Tonni L. Bartholomew, City Clerk

SUBJECT: Request for Recognition as a Nonprofit Organization Status from Alexandria Whitney, President of Guardians For Animals

Background:

- Attached is a request from Alexandria Whitney, President of Guardians For Animals seeking recognition as a nonprofit organization status for the purpose of obtaining a charitable gaming license for fundraising purposes. It has been City Management's practice to support the approval of such requests.



July 21, 2009

To: Mayor Louise Schilling
And Members of the City Council

Some of you may already know Guardians For Animals. For those who do not, please allow me to introduce GFA.

For over five years, Guardians For Animals, a 501(c)(3) non-profit has been helping NO KILL animal rescue groups who's focus is saving death row animals in local shelters. We support them by providing food, spay neuter, emergency medical and pet adoption venues and net working support.

In these very difficult economic times, the numbers of abandoned animals has reached crisis levels. Some past supports are not able to step forward as they once did so we are need to get creative in our fundraising efforts.
To do this, we need your support.

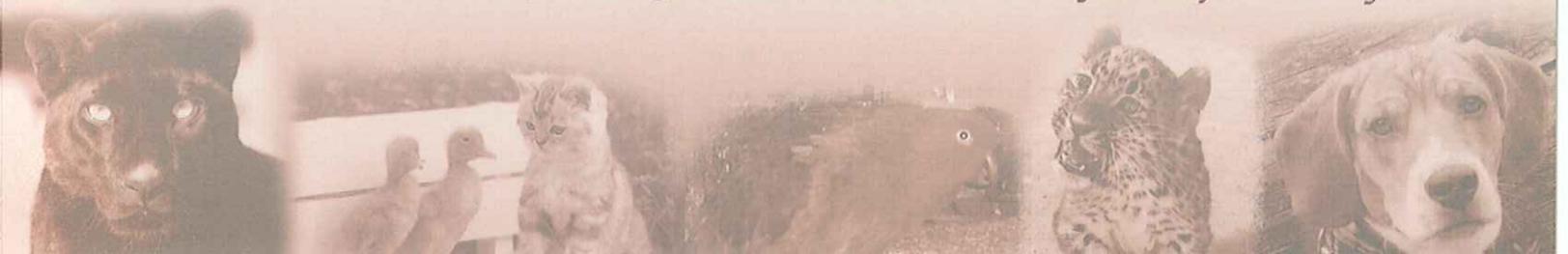
GFA is requesting permission to hold charity poker games at Big Beaver Tavern with all proceeds going directly to help innocent, abandoned and neglected animals get a second chance at life and an opportunity to find loving forever homes.

GFA has been asked by many organizations to participate in the charity poker fundraising trend but choose only to work with a company that will work in Troy. It's a great opportunity for the homeless animals and Troy's businesses.

I hope you will help us to help the animals and our community.

Sincerely,

Alexandria Whitney
President ~GFA
Federal tax I.D. #20-0823234





Charitable Gaming Division
 Box 30023, Lansing, MI 48909
 OVERNIGHT DELIVERY:
 101 E. Hillisdale, Lansing MI 48933
 (517) 335-5780
 www.michigan.gov/cg

LOCAL GOVERNING BODY RESOLUTION FOR CHARITABLE GAMING LICENSES
 (Required by MCL 432.103(9))

At a _____ meeting of the _____
REGULAR OR SPECIAL TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD

called to order by _____ on _____
DATE

at _____ a.m./p.m. the following resolution was offered:
TIME

Moved by _____ and supported by _____

that the request from _____ of _____,
NAME OF ORGANIZATION CITY

county of _____, asking that they be recognized as a
COUNTY NAME

nonprofit organization operating in the community for the purpose of obtaining charitable

gaming licenses, be considered for _____
APPROVAL/DISAPPROVAL

APPROVAL

DISAPPROVAL

Yeas: _____

Yeas: _____

Nays: _____

Nays: _____

Absent: _____

Absent: _____

I hereby certify that the foregoing is a true and complete copy of a resolution offered and

adopted by the _____ at a _____
TOWNSHIP, CITY, OR VILLAGE COUNCIL/BOARD REGULAR OR SPECIAL

meeting held on _____
DATE

SIGNED: _____
TOWNSHIP, CITY, OR VILLAGE CLERK

PRINTED NAME AND TITLE

ADDRESS

COMPLETION: Required.
 PENALTY: Possible denial of application.
 BSL-CG-1153(R10/06)

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: DEC 6 2004

GUARDIANS FOR ANIMALS
C/O ALEXANDRIA WHITNEY
6353 CAN MOOR DR
TROY, MI 48098

Employer Identification Number:

[REDACTED]

DLN:

[REDACTED]

Contact Person:

WILLIE G DAVIS [REDACTED]

Contact Telephone Number:

(877) 829-5500

Accounting Period Ending:

December 31

Public Charity Status:

170(b)(1)(A)(vi)

Form 990 Required:

Yes

Effective Date of Exemption:

July 29, 2004

Contribution Deductibility:

Yes

Advance Ruling Ending Date:

December 31, 2008

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. During your advance ruling period, you will be treated as a public charity. Your advance ruling period begins with the effective date of your exemption and ends with advance ruling ending date shown in the heading of the letter.

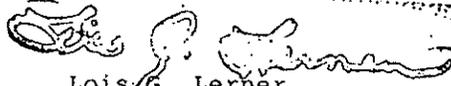
Shortly before the end of your advance ruling period, we will send you Form 8734, Support Schedule for Advance Ruling Period. You will have 90 days after the end of your advance ruling period to return the completed form. We will then notify you, in writing, about your public charity status.

Please see enclosed Information for Exempt Organizations Under Section 501(c)(?) for some helpful information about your responsibilities as an exempt organization.

Letter 1045 (DO/CG)

GUARDIANS FOR ANIMALS

Sincerely,

A handwritten signature in cursive script, appearing to read "Lois G. Lerner".

Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements

Enclosures: Information for Organizations Exempt Under Section 501(c)(3)
Form 872-C

**Application for Recognition of Exemption
 Under Section 501(c)(3) of the Internal Revenue Code**

OMB No. 1545-0056
 Note: If exempt status is approved, this application will be open for public inspection.

Read the instructions for each Part carefully.
A User Fee must be attached to this application.
 If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to you.
Complete the Procedural Checklist on page 8 of the instructions.

Part I Identification of Applicant

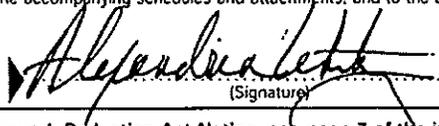
1a Full name of organization (as shown in organizing document) GUARDIANS FOR ANIMALS		2 Employer identification number (EIN) (If none, see page 3 of the Specific Instructions.) 20
1b c/o Name (if applicable) ALEXANDRIA WHITNEY		3 Name and telephone number of person to be contacted if additional information is needed
1c Address (number and street) 6353 CANMOOR DRIVE	Room/Suite 1	
1d City, town, or post office, state, and ZIP + 4. If you have a foreign address, see Specific Instructions for Part I, page 3. TROY, MI 48098		4 Month the annual accounting period ends December
1e Web site address www.guardiansforanimals.org		5 Date incorporated or formed February, 2004
7 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? If "Yes," attach an explanation. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6 Check here if applying under section: a <input type="checkbox"/> 501(e) b <input type="checkbox"/> 501(f) c <input type="checkbox"/> 501(k) d <input type="checkbox"/> 501(n)
8 Is the organization required to file Form 990 (or Form 990-EZ)? If "No," attach an explanation (see page 3 of the Specific Instructions). <input type="checkbox"/> N/A <input type="checkbox"/> Yes <input type="checkbox"/> No		
9 Has the organization filed Federal income tax returns or exempt organization information returns? If "Yes," state the form numbers, years filed, and Internal Revenue office where filed. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

10 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING. (See Specific Instructions for Part I, Line 10, on page 3.) See also Pub. 557 for examples of organizational documents.)

- a Corporation— Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also include a copy of the bylaws.
- b Trust— Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
- c Association— Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence the organization was formed by adoption of the document by more than one person; also include a copy of the bylaws.

If the organization is a corporation or an unincorporated association that has not yet adopted bylaws, check here

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here  **Alexandria Lett** President **4/10/04**
 (Signature) (Type or print name and title or authority of signer) (Date)

For Paperwork Reduction Act Notice, see page 7 of the instructions.

POSTMARK

RECEIVED

APR 23 '04

APR 26 '04

CINCINNATI
 SERVICE CENTER

Part II Activities and Operational Information

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

Guardians For Animals will first and foremost work to prevent all acts of cruelty to animals. It is our goal to bring the community's organizations together into a coalition of organizations working together to eliminate the killing of any adoptable animal.

A landmark agreement has been secured with Petco to gradually replace all companion animals sold in the Midwest region with animals that will be "adopted" from local rescue groups. This is a pilot program that will be expanded if successful. The rescue groups will insure that animals are neutered, enforce their own contracts and perform follow-up visits and support. It has been shown that this type of screening greatly increases the chances of success in placement and reduces the number of unwanted pets being surrendered. It is hoped that this will be a force for change in the pet supply industry and eventually put the organization out of fundraising for rescue and into the preservation.

It is the goal of Guardians For Animals to locate and screen the rescue groups, to act as a liaison with Petco, and assist all parties with adoption and community outreach events. These events will include, but not be limited to demonstrations of Dock Dog water events as featured on ESPN, Pet/Owner look alike contests, dog and rabbit agility competition/demonstrations and mixed breed or exotic pet shows.

Production of an endangered species "ribbon" metal pin has already been completed and sales have begun. The pins will be featured on the organization's web page and sold at public events, where allowed. A one-dollar donation from each pin will be donated to Shambala in California as part of an agreement for rights to the pin. Additionally, funds will be allocated toward various other organizations that actively sanctuary wild and endangered species.

Advertising and public education venues will be used to distribute organization materials and solicit donations and memberships when it is allowed. Support from Petco has been secured for these events in the form of items to be given away to the public. GFA will attend Family Day events at Comerica Park, an opportunity offered by the Detroit Tigers Baseball organization and the previously mentioned community outreach events.

- 2 What are or will be the organization's sources of financial support? List in order of size.

Donations, grants, corporate sponsorships, fundraising events, memberships, pin sales, garage sales, Ebay sales.

- 3 Describe the organization's fundraising program, both actual and planned, and explain to what extent it has been put into effect. Include details of fundraising activities such as selective mailings, formation of fundraising committees, use of volunteers or professional fundraisers, etc. Attach representative copies of solicitations for financial support.

The organization will use pins sales, garage sales (1 in 2003 and 1 in June 2004), an Ebay store for selling high-end donations, the Ann Arbor, MI annual art fair's "not for profit" area booth (dependent on approval), adoption events, such as the Michigan Humane Society Meet Your Best Friend at the Zoo and Petapalooza, an introduction to Yoga class instructor/location donated and date being finalized and all events detailed in Part II Line 1 of this page. Participation of the director/head fundraiser of Ronald McDonald House for Detroit has been secured along with her 25 years of fundraising experience. A featured article in Detroit's Hour Magazine is also in process.

Part II Activities and Operational Information (Continued)

4 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.

Alexandria Whitney 6353 Canmoor Drive, Troy, MI
President 48098

b Annual compensation

\$0.00

c Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? Yes No
If "Yes," name those persons and explain the basis of their selection or appointment.

d Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See Specific Instructions for Part II, Line 4d, on page 3.) Yes No
If "Yes," explain.

5 Does the organization control or is it controlled by any other organization? Yes No
Is the organization the outgrowth of (or successor to) another organization, or does it have a special relationship with another organization by reason of interlocking directorates or other factors? Yes No
If either of these questions is answered "Yes," explain.

6 Does or will the organization directly or indirectly engage in any of the following transactions with any political organization or other exempt organization (other than a 501(c)(3) organization): (a) grants; (b) purchases or sales of assets; (c) rental of facilities or equipment; (d) loans or loan guarantees; (e) reimbursement arrangements; (f) performance of services, membership, or fundraising solicitations; or (g) sharing of facilities, equipment, mailing lists or other assets, or paid employees? Yes No
If "Yes," explain fully and identify the other organizations involved.

7 Is the organization financially accountable to any other organization? Yes No
If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.

Part II Activities and Operational Information (Continued)

8 What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken. If none, indicate "N/A."

Rights to produce and sell endangered species ribbon pin.

9 Will the organization be the beneficiary of tax-exempt bond financing within the next 2 years? Yes No

10a Will any of the organization's facilities or operations be managed by another organization or individual under a contractual agreement? Yes No

b Is the organization a party to any leases? Yes No

If either of these questions is answered "Yes," attach a copy of the contracts and explain the relationship between the applicant and the other parties.

11 Is the organization a membership organization? Yes No

If "Yes," complete the following:

a Describe the organization's membership requirements and attach a schedule of membership fees and dues.

a. A member must be current on all dues
b. members are eligible for certain privileges and rights as established by the board of directors and published in a my newsletter or web

b Describe the organization's present and proposed efforts to attract members and attach a copy of any descriptive literature or promotional material used for this purpose.

Brochures and flyers will be distributed via the web site and public events. These materials are currently in development.

c What benefits do (or will) the members receive in exchange for their payment of dues?

It is possible that member discounts will be offered on purchase at Petco or coupons for discounts, however no contracts have been signed.

12a If the organization provides benefits, services, or products, are the recipients required, or will they be required, to pay for them? N/A Yes No
If "Yes," explain how the charges are determined and attach a copy of the current fee schedule.

b Does or will the organization limit its benefits, services, or products to specific individuals or classes of individuals? N/A Yes No

If "Yes," explain how the recipients or beneficiaries are or will be selected.

Organizations with 501(c)3 status and participating in the rescue and sanctuary of exotic felines and breeding programs for endangered species and meeting the guidelines of The Association of Sanctuaries. www.taosanctuaries.org and individual groups involved in actual rescue will

13 Does or will the organization attempt to influence legislation? Yes No be eligible.
If "Yes," explain. Also, give an estimate of the percentage of the organization's time and funds that it devotes or plans to devote to this activity.

14 Does or will the organization intervene in any way in political campaigns, including the publication or distribution of statements? Yes No
If "Yes," explain fully.

Part III Technical Requirements

1 Are you filing Form 1023 within 15 months from the end of the month in which your organization was created or formed? Yes No
If you answer "Yes," do not answer questions on lines 2 through 6 below.

2 If one of the exceptions to the 15-month filing requirement shown below applies, check the appropriate box and proceed to question 7.

Exceptions—You are not required to file an exemption application within 15 months if the organization:

- a Is a church, interchurch organization of local units of a church, a convention or association of churches, or an integrated auxiliary of a church. See **Specific Instructions**, Line 2a, on page 4;
- b Is not a private foundation and normally has gross receipts of not more than \$5,000 in each tax year; or
- c Is a subordinate organization covered by a group exemption letter, but only if the parent or supervisory organization timely submitted a notice covering the subordinate.

3 If the organization does not meet any of the exceptions on line 2 above, are you filing Form 1023 within 27 months from the end of the month in which the organization was created or formed? Yes No

If "Yes," your organization qualifies under Regulation section 301.9100-2, for an automatic 12-month extension of the 15-month filing requirement. Do not answer questions 4 through 6.

If "No," answer question 4.

4 If you answer "No" to question 3, does the organization wish to request an extension of time to apply under the "reasonable action and good faith" and the "no prejudice to the interest of the government" requirements of Regulations section 301.9100-3? Yes No

If "Yes," give the reasons for not filing this application within the 27-month period described in question 3. See **Specific Instructions**, Part III, Line 4, before completing this item. Do not answer questions 5 and 6.

If "No," answer questions 5 and 6.

5 If you answer "No" to question 4, your organization's qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed. Therefore, do you want us to consider the application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date the organization was created or formed? Yes No

6 If you answer "Yes" to question 5 above and wish to request recognition of section 501(c)(4) status for the period beginning with the date the organization was formed and ending with the date the Form 1023 application was received (the effective date of the organization's section 501(c)(3) status), check here and attach a completed page 1 of Form 1024 to this application.

Part III Technical Requirements (Continued)

- 7 Is the organization a private foundation?
 Yes (Answer question 8.)
 No (Answer question 9 and proceed as instructed.)

- 8 If you answer "Yes" to question 7, does the organization claim to be a private operating foundation?
 Yes (Complete Schedule E.)
 No

After answering question 8 on this line, go to line 14 on page 7.

- 9 If you answer "No" to question 7, indicate the public charity classification the organization is requesting by checking the box below that most appropriately applies:

THE ORGANIZATION IS NOT A PRIVATE FOUNDATION BECAUSE IT QUALIFIES:

- | | | |
|---|---|---|
| a | <input type="checkbox"/> As a church or a convention or association of churches
(CHURCHES MUST COMPLETE SCHEDULE A.) | Sections 509(a)(1)
and 170(b)(1)(A)(i) |
| b | <input type="checkbox"/> As a school (MUST COMPLETE SCHEDULE B.) | Sections 509(a)(1)
and 170(b)(1)(A)(ii) |
| c | <input type="checkbox"/> As a hospital or a cooperative hospital service organization, or a
medical research organization operated in conjunction with a
hospital (These organizations, except for hospital service
organizations, MUST COMPLETE SCHEDULE C.) | Sections 509(a)(1)
and 170(b)(1)(A)(iii) |
| d | <input type="checkbox"/> As a governmental unit described in section 170(c)(1). | Sections 509(a)(1)
and 170(b)(1)(A)(v) |
| e | <input type="checkbox"/> As being operated solely for the benefit of, or in connection with,
one or more of the organizations described in a through d, g, h, or i
(MUST COMPLETE SCHEDULE D.) | Section 509(a)(3) |
| f | <input type="checkbox"/> As being organized and operated exclusively for testing for public
safety. | Section 509(a)(4) |
| g | <input type="checkbox"/> As being operated for the benefit of a college or university that is
owned or operated by a governmental unit. | Sections 509(a)(1)
and 170(b)(1)(A)(iv) |
| h | <input checked="" type="checkbox"/> As receiving a substantial part of its support in the form of
contributions from publicly supported organizations, from a
governmental unit, or from the general public. | Sections 509(a)(1)
and 170(b)(1)(A)(vi) |
| i | <input type="checkbox"/> As normally receiving not more than one-third of its support from
gross investment income and more than one-third of its support from
contributions, membership fees, and gross receipts from activities
related to its exempt functions (subject to certain exceptions). | Section 509(a)(2) |
| j | <input type="checkbox"/> The organization is a publicly supported organization but is not sure
whether it meets the public support test of h or i. The organization
would like the IRS to decide the proper classification. | Sections 509(a)(1)
and 170(b)(1)(A)(vii)
or Section 509(a)(2) |

If you checked one of the boxes a through f in question 9, go to question
 14. If you checked box g in question 9, go to questions 11 and 12.
 If you checked box h, i, or j, in question 9, go to question 10.

Part III Technical Requirements (Continued)

- 10 If you checked box h, i, or j in question 9, has the organization completed a tax year of at least 8 months?
 Yes—Indicate whether you are requesting:
 A definitive ruling. (Answer questions 11 through 14.)
 An advance ruling. (Answer questions 11 and 14 and attach two Forms 872-C completed and signed.)
 No—You must request an advance ruling by completing and signing two Forms 872-C and attaching them to the Form 1023.

- 11 If the organization received any unusual grants during any of the tax years shown in Part IV-A, **Statement of Revenue and Expenses**, attach a list for each year showing the name of the contributor; the date and the amount of the grant; and a brief description of the nature of the grant.

- 12 If you are requesting a definitive ruling under section 170(b)(1)(A)(iv) or (vi), check here and:

- a Enter 2% of line 8, column (e), Total, of Part IV-A
 b Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly supported" organization) whose total gifts, grants, contributions, etc., were more than the amount entered on line 12a above.

- 13 If you are requesting a definitive ruling under section 509(a)(2), check here and:

- a For each of the years included on lines 1, 2, and 9 of Part IV-A, attach a list showing the name of and amount received from each "disqualified person." (For a definition of "disqualified person," see **Specific Instructions**, Part II, Line 4d, on page 3.)
 b For each of the years included on line 9 of Part IV-A, attach a list showing the name of and amount received from each payer (other than a "disqualified person") whose payments to the organization were more than \$5,000. For this purpose, "payer" includes, but is not limited to, any organization described in sections 170(b)(1)(A)(i) through (vi) and any governmental agency or bureau.

14 Indicate if your organization is one of the following. If so, complete the required schedule. (Submit only those schedules that apply to your organization. Do not submit blank schedules.)	Yes	No	If "Yes," complete Schedule:
Is the organization a church?		X	A
Is the organization, or any part of it, a school?		X	B
Is the organization, or any part of it, a hospital or medical research organization?		X	C
Is the organization a section 509(a)(3) supporting organization?		X	D
Is the organization a private operating foundation?		X	E
Is the organization, or any part of it, a home for the aged or handicapped?		X	F
Is the organization, or any part of it, a child care organization?		X	G
Does the organization provide or administer any scholarship benefits, student aid, etc.?		X	H
Has the organization taken over, or will it take over, the facilities of a "for profit" institution?		X	I

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	

Tran Info: 1 8950903-1 01/21/04
 Chk#: 5435 Amt: \$20.00
 IO: MARK OR LINDA OLESZKO

FILED

FEB 20 2004

Name		
Guardians For Animals		
Address		
6353 Canmoor Drive		
City	State	Zip Code
Troy	MI	48093

EFFECTIVE DATE:

Administrator
 BUREAU OF COMMERCIAL SERVICES

Document will be returned to the name and address you enter above.
 If left blank document will be mailed to the registered office.



ARTICLES OF INCORPORATION
 For use by Domestic Nonprofit Corporations
 (Please read information and instructions on the last page)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is: Guardians For Animals, Inc.
--

ARTICLE II

The purpose or purposes for which the corporation is organized are: The purpose of Guardians For Animals will be to raise funds to support 501(c)3 animal rescue organizations in need.
--

ARTICLE III

1. The corporation is organized upon a <u>NonStock</u> basis. (Stock or Nonstock)
2. If organized on a stock basis, the total number of shares which the corporation has authority to issue is _____ . If the shares are, or are to be, divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class are as follows:

FC

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

I, (We), the Incorporator(s) sign my (our) name(s) this Fifth day of January, 2004.

Alexandria Whitney

REG-27-511 (Rev. 7/01)

**MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES**

Date Received: **SEP 08 2004** (FOR BUREAU USE ONLY)

JUL 29 2004: This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name: **Guardians For Animals**

Address: **6353 Canmoor Drive**

City: **Troy** State: **MI** Zip Code: **48098**

EFFECTIVE DATE:

ADJUSTED TO AGREE WITH BUREAU RECORDS

ADJUSTED PURSUANT TO TELEPHONE AUTHORIZATION

FILED

SEP 20 2004

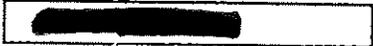
ADMINISTRATIVE BUREAU OF COMMERCIAL SERVICES

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

RESTATED ARTICLES OF INCORPORATION
For use by Domestic Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 162, Public Acts of 1992, the undersigned corporation executes the following Restated Articles:

1. The present name of the corporation is: Guardians For Animals, Inc.

2. The identification number assigned by the Bureau is: 

3. All former names of the corporation are: NA

4. The date of filing the original Articles of Incorporation was: February 20, 2004

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is: Guardians For Animals ✓

ARTICLE II

The purpose or purposes for which the corporation is organized are:

See attached page "A" exhibit

SW

EXHIBIT "A"**ARTICLE II**

The purpose of Guardians For Animals is to help nonprofit animal rescue organizations through fundraising, education and networking. This will allow these organizations to help abandoned animals find permanent homes, so that they may live out their lives in peace. The organization will raise funds to support 501(C) 3 and non 501(C)3 animal rescue operations. This organization may help non-501(C) 3 rescue operations become 501(C) 3 organizations by providing education and appropriate assistance. Additionally, we will bring together corporate sponsors and affiliate organizations for fundraising and mutually beneficial projects and to establish mutually beneficial ongoing relationships. We will also assist with all relevant activities that all this may entail.

ARTICLE III

1. The corporation is organized on a Nonstock basis.
(stock or nonstock)

2. If organized on a stock basis, the aggregate number of shares which the corporation has authority to issue is _____ . If the shares are, or are to be divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences, and limitations of the shares of each class are as follows:

3. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")

NONE

and the description and value of its personal property assets are: (if none, insert "none")

NONE

(The valuation of the above assets was as of September 2, 2004)
 The corporation is to be financed under the following general plan:

The corporation is organized on a Directorship basis.
(membership or directorship)

ARTICLE IV

1. The address of the registered office is:
6353 Conover Drive, Troy Michigan 48098
(Street Address) (City) (Zip Code)

2. The mailing address of the registered office, if different than above:
 _____ Michigan _____
(Street Address or P.O. Box) (City) (Zip Code)

3. The name of the resident agent is: Alexandra Whitney

ARTICLE V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

See Attached 'B' exhibit

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETE SECTION (b).

a. These Restated Articles of Incorporation were duly adopted on the _____ day of _____ in accordance with the provisions of Section 642 of the Act by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

Signed this _____ day of _____

By _____
(Signature of Individual Officer or Agent)

(Type or Print Name)

b. These Restated Articles of Incorporation were duly adopted on the 2nd day of September, 2004 in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation and: (check one of the following)

were duly adopted by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

were duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.

were duly adopted by the written consent of all the directors pursuant to Section 525 of the Act as the corporation is organized on a directorship basis.

were duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation)

Signed this 2nd day of September, 2004

By Alexandria Whitney President
(Signature of President, Vice President, Secretary, or Treasurer)

Alexandria Whitney
(Type or Print Name) (Type or Print Title)

EXHIBIT "B"

ARTICLE V:

- a. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 in the purpose clause hereof. 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.
- b. 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, as said Court shall determine, which are organized and operated exclusively for such purposes.
- c. This organization is organized exclusively for charitable, religious and educational purposes, including but not limited to, 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.

ADJUSTED TO AGREE WITH BUREAU RECORD!

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES

8

Date Received

(FOR BUREAU USE ONLY)

JUL 29 2004

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

Trans Info#1 9542072-1 07/29/04
CHK#: 5479 Amt: 410.00
ID: 785365

Name

Guardians For Animals

Address

6353 Canmoor Drive

City

Troy

State

MI

Zip Code

48098

EFFECTIVE DATE:

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

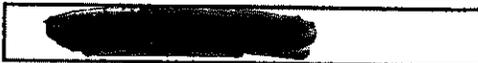
RESTATED ARTICLES OF INCORPORATION
For use by Domestic Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:

1. The present name of the corporation is:

Guardians For Animals, Inc.

2. The identification number assigned by the Bureau is:



3. All former names of the corporation are: NA

4. The date of filing the original Articles of Incorporation was: February 20, 2004

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is:

Guardians For Animals ✓

ARTICLE II

The purpose or purposes for which the corporation is organized are:

See attached page "A" exhibit

SW

EXHIBIT "A"

ARTICLE II

The purpose of Guardians For Animals is to help nonprofit animal rescue organizations through fundraising, education and networking. This will allow these organizations to help abandoned animals find permanent homes, so that they may live out their lives in peace. The organization will raise funds to support 501(C) 3 and non 501(C)3 animal rescue operations. This organization may help non-501(C) 3 rescue operations become 501(C) 3 organizations by providing education and appropriate assistance. Additionally, we will bring together corporate sponsors and affiliate organizations for fundraising and mutually beneficial projects and to establish mutually beneficial ongoing relationships. We will also assist with all relevant activities that all this may entail.

ARTICLE III

1. The corporation is organized on a NONSTOCK basis.
(stock or nonstock)

2. If organized on a stock basis, the aggregate number of shares which the corporation has authority to issue is _____ . If the shares are, or are to be divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences, and limitations of the shares of each class are as follows:

3. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")

NONE

and the description and value of its personal property assets are: (if none, insert "none")

NONE

(The valuation of the above assets was as of Sept 2, 2004)
The corporation is to be financed under the following general plan:

The corporation is organized on a DIRECTORSHIP basis.
(membership or directorship)

ARTICLE IV

1. The address of the registered office is:

6353 Canmoor Drive, Troy, Michigan 48098
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:

_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent is: Alexandra Whitney

ARTICLE V. (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

See Attached "B" exhibit

6. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETE SECTION (b).

a. These Restated Articles of Incorporation were duly adopted on the _____ day of _____, in accordance with the provisions of Section 642 of the Act by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

Signed this _____ day of _____

By _____

(Signature of Authorized Officer or Agent)

(Type or Print Name)

b. These Restated Articles of Incorporation were duly adopted on the 2ND day of Sept, 2004 in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation and: (check one of the following)

were duly adopted by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

were duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.

were duly adopted by the written consent of all the directors pursuant to Section 525 of the Act as the corporation is organized on a directorship basis.

were duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation)

Signed this 2ND day of September, 2004

By Alexandria Whitney - President

(Signature of President, Vice-President, Chairman, or Vice-Chairperson)

Alexandria Whitney

(Type or Print Name)

(Type or Print Title)

EXHIBIT "B"

ARTICLE V:

a. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 in the purpose clause hereof. 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.

b. 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, as said Court shall determine, which are organized and operated exclusively for such purposes.

c. This organization is organized exclusively for charitable, religious and educational purposes, including but not limited to, 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.

Preparer's name _____

Business telephone number () _____

INFORMATION AND INSTRUCTIONS

1. The Articles of Incorporation cannot be restated until this form, or a comparable document, is submitted.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Bureau of Commercial Services. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.

Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of Act 162, P.A. of 1982 for the purpose of restating the Articles of Incorporation of a domestic nonprofit corporation. Restated Articles of Incorporation are an integration into a single instrument of the current provisions of the corporation's Articles of Incorporation, along with any desired amendments to those articles.
4. Item 2 - Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. Item 5 - Restated Articles of Incorporation which do not amend the Articles of Incorporation may be adopted by the Board of Directors without a vote of the shareholders by completing Item 5(a). Restated Articles of Incorporation which amend the Articles of Incorporation require adoption by the shareholders, by the members, or by the Board of Directors if organized on a nonstock directorship basis by completing Item 5(b). A nonprofit corporation organized on a nonstock directorship basis as authorized by Section 302 of the Act may or may not have members, but if it does, the members are not entitled to vote.
6. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
7. This document must be signed by: (COMPLETE Item 5(a) or 5(b), BUT NOT BOTH)
Item 5(a): must be signed in ink by an authorized officer or agent.
Item 5(b): must be signed in ink by the president, vice-president, chairperson or vice-chairperson of the corporation.
8. **NONREFUNDABLE FEE:** Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order. **\$10.00**

To submit by mail:

Michigan Department of Labor & Economic Growth
 Bureau of Commercial Services
 Corporation Division
 7150 Harris Drive
 P.O. Box 30054
 Lansing, MI 48909

To submit in person:

2501 Woodlake Circle
 Okemos, MI
 Telephone: (517) 241-6470

Fees may be paid by VISA or Mastercard when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

First Time Users: Call (517) 241-6420, or visit our website at <http://www.michigan.gov/corporations>
 Customer with MICH-ELF Filer Account: Send document to (517) 241-9845

ARTICLE V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

See Attached 'B' exhibit

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETE SECTION (b).

- a. These Restated Articles of Incorporation were duly adopted on the _____ day of _____, _____, in accordance with the provisions of Section 642 of the Act by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and **integrate and do not further amend** the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

Signed this _____ day of _____, _____

By _____
(Signature of Authorized Officer or Agent)

(Type or Print Name)

- b. These Restated Articles of Incorporation were duly adopted on the _____ day of _____, _____, in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and **do further amend** the provisions of the Articles of Incorporation and: (check one of the following)

were duly adopted by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

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were duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation)

Signed this _____ day of _____, _____

By _____
(Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

Alexandria Whitney
(Type or Print Name) (Type or Print Title)

**COPY OF PROPOSED BY-LAWS
AND
LETTER OF EXPLANATION**

GUARDIANS FOR ANIMALS, INC.

EXHIBIT B

**By-Laws of
Guardians For Animals,
a corporation incorporated under the Non-Profit laws of the State of
Michigan.**

Article 1. Name, Purpose, Corporate Office and Registered Agent

The name of the Corporation shall be Guardians for Animals, and may also be known as GFA. The purpose of Guardians For Animals is to help nonprofit animal rescue organizations through fundraising, education and networking. This will allow these organizations to help abandoned animals find permanent homes, so that they may live out their lives in peace. The organization will raise funds to support 501(C) 3 and non 501(C)3 animal rescue operations. This organization may help non-501(C) 3 rescue operations become 501(C) 3 organizations by providing education and appropriate assistance. Additionally, we will bring together corporate sponsors and affiliate organizations for fundraising and mutually beneficial projects and to establish mutually beneficial ongoing relationships. We will also assist with all relevant activities that all this may entail. Notwithstanding the above, this organization is organized exclusively for charitable, religious and educational purposes, including but not limited to, 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. The location of the corporation's principle place of business and registered office shall be determined by the Board of Directors from time to time, which need not be at the same location. The Board of Directors also has the power to designate the corporation's registered agent, who may be an officer or director.

Article 2. Qualifications for Membership

The membership of this corporation shall be open to all individuals, persons, corporations, proprietorships, associations, partnerships, and clubs interested in the promotion of the objectives and purposes of this corporation and whom are deemed qualified for membership under the terms established by the board of directors and have met all conditions for membership. Failure to meet the conditions of membership may result in termination of membership.

The board of directors shall set forth length of membership, membership classes, and associated fees.

Article 3. Entitlement of Membership

Membership in this corporation does not infer any rights within the governance of the corporation and shall be non-voting, with no rights of contesting the Board of Director decisions.

Article 4. Membership Meetings

Meetings may be held as determined by the Board of Directors. Members shall be notified in writing at least fifteen days in advance of the time, place, and structure of meetings.

Article 5. Powers of the Board of Directors

The Board of Directors will be managing the business, property and affairs of the corporation. The Board of Directors will have all powers available under state law,

including but not limited to the power to appoint and remove officers, agents, employees, and members with the exception of the founder; the power to borrow money on behalf of the corporation, the power to execute any evidence of indebtedness on behalf of the corporation; and the power to enter into contracts on behalf of the corporation. These powers are vested in the majority decisions of the board of directors. Except where otherwise required by law, the articles, or these bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

Article 6. Number of Directors and Term of Office

The Board of Directors shall consist of not less than three nor more than eight, as shall be fixed from time to time by the Board of Directors. Each director will hold office until formal resignation or dismissal by majority vote of remaining board members and founding officer acting as an ex officio member of the board for reasons of conflict resolution. The structure of the board will represent as even as possible a division between educational, medical (veterinarian, veterinarian assistant, veterinarian tech, etc.) and legal professionals, with other areas of expertise being added in such a way as to maintain the possibility of a simple majority vote. Additions to the board of directors shall be reviewed by the existing board members and approved by majority vote.

Article 7. Date and Time of Annual Meeting of the Board of Directors

The annual board of directors meeting will be held ~~once~~ at time and date convenient to the majority of members. This meeting is for the purpose of appointing officers and for transacting any other necessary business.

Article 8. Meetings of the Board of Directors

Regular meetings of the board may be held at the time and place as determined by resolution of the board and without notice other than the resolution. Neither the business to be transacted at, nor the purpose of any regular meeting need be specified in any notice for that meeting. Special meetings of the board of directors may be called by the founder, the president or any two directors for any purpose. The request for a special meeting must be made in writing which states the time, place, and purpose of the meeting. The request should be given to the secretary of the corporation who will prepare and send written notice to all directors.

Article 9. Place of Board of Directors Meetings

The board of directors has the power to designate the place for directors meetings. If no place is designated, then the place for the meeting will be the principle office of the corporation.

Article 10. Board of Directors Quorum

A quorum for directors meetings will be a majority of the directors. Once a quorum is present, business may be conducted at the meeting, even if directors leave prior to adjournment. Actions voted on by a majority of directors at a meeting where a quorum is present shall constitute authorized actions of the board.

Article 11. Meeting by Telephone or Similar Equipment

A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Article 12. Board of Directors Voting

Each director will have one vote. The vote of a majority of the directors will be sufficient to decide any matter, unless a greater number is required by the Articles of Incorporation or state law. Adjournment shall be by majority vote. In the event of a tied vote by the board of directors on any matter, the founder may cast a single vote to decide the issue.

Article 13. Board of Directors Consent Resolutions

Any action, which may be taken at a directors meeting may be taken instead without a meeting if a resolution is consented to, in writing, before or after the action, by all directors.

Article 14. Filling Directors Vacancies

A vacancy on the board of directors may be filled by majority vote of the remaining directors, even if technically less than a quorum. A director may be elected as interim director, and will hold office until the next annual board of directors meeting.

Article 15. Fiduciary Duty of Directors

Each director owes a fiduciary duty of good faith and reasonable care with regard to all actions taken on behalf of the corporation. Each director must perform her/his duties in good faith in a manner, which she/he reasonably believes to be in the best interests of the corporation, using ordinary care and prudence.

Article 16. Committees

General Powers. The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

A committee designated by the board may exercise any powers of the board in managing the corporation's business and affairs, to the extent provided by resolution of the board. However, no committee shall have the power to

- (a) amend the articles of incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the bylaws of the corporation;
- (d) fill vacancies on the board; or
- (e) fix compensation of the directors for serving on the board or on a committee.
- (f) Recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property and assets;

- (g) Recommend to the members a dissolution of the corporation or a revocation of a dissolution; or
- (h) Terminate memberships.

Meetings. Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article III for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.

Consent to Committee Actions. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

Article 17. Number of Officers

The officers of the corporation will include a president, vice-president, secretary, and treasurer. The same person may hold any two or more offices, but such person shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the board to be executed, acknowledged, or verified by two or more officers. There may also be a chairperson and such other officers as the board deems appropriate.

Article 18. Appointment and Terms of Office

The officers of the corporation will be appointed by the board of directors. Each officer will hold office until death, removal by the board of directors, or resignation. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

Article 19. Removal of Officers

The board of directors by majority vote, with or without cause, may remove any officer, with the exception of a founding member. Appointment of an officer does not create any contract rights for the officer, and removal shall be without prejudice to the person's contract rights, if any.

Article 20. Filling Officers Vacancies:

The board of directors may fill a vacancy in any office for any reason. An interim officer may be appointed by the board of directors to serve until the next annual meeting of the board.

Article 21. Duties of the Chairperson

The primary role of the Chairperson is to oversee the Board and executive committees. He/she will serve as ex-officio member of all committees and work in partnership with the president to make sure board resolutions are carried out. He/she will have the authority to call special meetings if necessary. He/she will appoint all committee chairs and with the president, recommend who will serve on committees. He/she will assist the president in preparing the agenda for board meetings and conducting new board member orientation. He/she will oversee searches for a new president. He/she will perform annual performance evaluations. He/she will work with the nominating committee to

recruit new board members. He/she will act as alternate spokesperson for the organization.

Article 22. Duties of the President

The president is the principle executive officer of the corporation and is subject to control by the board of directors. The president will supervise and control all of the business and activities of the corporation. The president will preside at all member and directors meetings, and perform any other duties as prescribed by the board of directors.

Article 23. Duties of the Vice-President

If the president is absent, dies, or is incapacitated, the vice-president will perform the duties of the president. When acting for the president, the vice-president will have all of the powers and authority of the president. The vice-president will also perform any other duties as prescribed by the board of directors and/or the president.

Article 24. Duties of the Secretary

The secretary will keep the minutes of all member and directors meetings. The secretary will provide notices of all meetings as required by law, the articles of incorporation, or the by-laws. The secretary will be the custodian of the corporate records and corporate seal. The secretary will keep a list the names and addresses of all corporate members, directors, and officers. The secretary will also perform any other duties as prescribed by the board of directors and/or the president.

Article 25. Duties of the Treasurer

The treasurer will have charge and custody of all corporate funds and securities. The treasurer shall keep the books and records of corporate receipts and disbursements. The treasurer shall complete all required corporate filings. The treasurer will receive and pay out funds, which are receivable or payable to the corporation from any source. The treasurer will deposit all corporate funds received into the corporate bank accounts as designated by the board of directors. The treasurer will also perform any other duties as prescribed by the board of directors.

Article 26. Salaries of Officers

The officers will receive no compensation for their duties as officers.

Article 27. Financial Matters

The board of directors will determine accounting methods and fiscal year of the corporation. All checks, drafts, or other methods for payment shall be signed by an officer determined by a resolution of the board of directors. All notes, mortgages, or other evidence of indebtedness shall be signed by an officer determined by a resolution of the board of directors. No money will be borrowed or loaned by the corporation unless authorized by a resolution of the board of directors. No contracts will be entered into on behalf of the corporation unless authorized by a resolution of the board of directors in a fair and unbiased manner. No documents may be executed on behalf of the corporation unless authorized by a resolution of the board of directors. A board of director's resolution may be for specific instances or a general authorization.

Article 28. Indemnification

Derivative Actions. Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation, or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in above sections of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

Contract Right; Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in above section of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

Determination That Indemnification Is Proper. Any indemnification under above sections of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in above sections, whichever is applicable. Such determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
- (c) By Independent legal counsel in a written opinion.

Proportionate Indemnity. If a person is entitled to indemnification under above sections of

this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in above sections of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

Nonexclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

Article 29. Rescue Activities

Neither Guardians For Animals nor its members will act as a rescue agent by themselves. Federal, State, and local animal control agencies shall be the only recognized rescue agents in suspected abuse cases. The GFA and its members reserve the right to report suspected abuse and illegal possession cases to Federal, State, and/or local authorities. Abuse is construed as including cruelty or willful and blatantly improper husbandry.

Article 30. Animal Acceptance

The GFA will not accept animals from the general public

Article 31. Amendment of the Bylaws

The board of directors may from time to time adopt, amend, or repeal all or any of the bylaws of this corporation through a majority vote, with the exception that no amendments may be adopted to allow the removal of the founding member.

Article 32. Limitations of Activities and Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons. However, the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of or in opposition to 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 (1) by a corporation exempt from federal income tax under IRC 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation whose contributions are deductible under section IRC 170(c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 33. Asset Distribution on Dissolution

On dissolution of the corporation, after paying or providing for the payment of all the liabilities of the corporation, the corporation's assets shall be distributed (1) for one or more exempt purposes within the meaning of IRC 501 (c) (3), or the corresponding section of any future federal tax code or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

These By-Laws were approved and ratified by unanimous vote of the board of directors of this corporation on the 29th of May 2004.

Signed

Signed

Signed

Signed

Guardians For Animals

Sign up for Membership	Price
<input type="checkbox"/> Individual	\$ 25
<input type="checkbox"/> Youth up to 18	\$ 15
<input type="checkbox"/> Student full-time with ID 18 to 22 years	\$ 15
<input type="checkbox"/> Senior 60 and over	\$ 20
<input type="checkbox"/> Family	\$ 50
<input type="checkbox"/> Kitten Patron	\$100
<input type="checkbox"/> Exotic Bird Patron	\$150
<input type="checkbox"/> Big Cat Patron	\$250
<input type="checkbox"/> Corporate Sponsor	Over \$250
<input type="checkbox"/> Endangered Species Pin (tax included)	\$ 20

Total: _____

Name _____

Address _____

E-mail _____

Phone _____

Contact person: Alexandria Whitney

Guardians For Animals
6353 Canmoor Drive
Troy, MI 48098

Phone: 248-813-9981

Fax: 586-574 9668

Email: info@guardiansforanimals.org

Guardians For Animals



A drug dealer in Detroit illegally buys a tiger, lion, leopard and then a mountain lion. Each is mutilated in some way, de-clawed, de-fanged or forced to fight and missing parts. Each one is confiscated as he drives round the city with the big cats in the back seat. Each animal needs to find a home since their injuries mean they won't survive in the wild. Most of these animals were lucky and found their way into safe sanctuaries, some were not. Now it takes a lot of money to keep them healthy.

Guardians For Animals works, in part, to increase public awareness of the problem of illegal, exotic animals and raise money for their care.



Our other goal is to bring the people together to help animals in peril find peace and live out their lives with dignity.

GFA invites individuals and groups to expand their horizons and join our community coalition. The primary goal is to bring people together for a common goal of working with the pet supply industry and rescue groups to stop the killing of any adoptable animal. We will bring individual groups together to replace all companion animals in pet stores with those from rescue situations. Animals will not be sold, they will be adopted and neutered. This is just the first step towards making Michigan a No-Kill state and helping to solve the problem of pet overpopulation.



Guardians For Animals

Guardians for Animals is dedicated to fundraising activities that will benefit a variety of animal rescue organizations and sanctuaries.

GFA volunteers will be available to help groups apply for their non-profit corporate status, set up regular adoption events at local pet stores and assist in placing rescue animals for adoption in stores, instead of those from breeders.

Our goal is to reduce the number of animals surrendered to shelters through helping rescue organizations develop a system of pre-adoption education, proper screening and follow-up support.

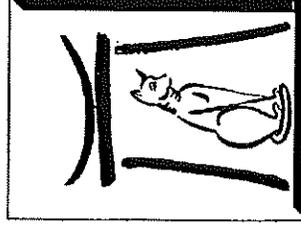
GFA will apply for grants and organize fund raising activities that will be used to supply advertising and publicity, acquire necessary equipment, food and veterinary care for the animals in foster care with participating rescue groups.

Guardians For Animals is a tax exempt (501(c)3) corporation.

PETCO.com

Petco has committed resources for community outreach and educational events at locations throughout the metropolitan Detroit area. The goal is to change the way they do business by replacing all companion animals with those from local rescue groups. Help them make a change.

Guardians For Animals



Joining voices to speak
for those who cannot
speak for themselves.

Guardians For Animals
6353 Canmoor Drive
Troy, MI 48098