



CORPORATION COMMISSION
FILED

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**ARTICLES OF INCORPORATION
OF A TAX-EXEMPT**
National Canine Cancer Foundation, Inc.
(Arizona Non-Profit Corporation)

**ARTICLE I
NAME**

The Name of the Corporation is National Canine Cancer Foundation, Inc.

**ARTICLE II
PURPOSE**

Said corporation is organized exclusively for charitable, educational, and/or scientific 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 federal tax code. In addition, but not limited to, the said corporation will work to educate the general public and promote public interest, in the United States and abroad, in cancer research, diseases, the search for a cure for cancer in animals generally, and the search for a cure for cancer in dogs in particular, and those cancers that share a similarity to the cancers that afflict humans. It will also seek to educate the general public and promote public interest in the United States and abroad in research of life threatening diseases. And to support, sponsor, make grants to, raise funds through charitable contributions to help fund, supply grants for, and financially assist, the scientific efforts of cancer researchers who are working to find a cure, better treatments and more accurate, cost effective, diagnostic methods in dealing with cancer, and particularly on cancer in dogs, and to encourage institutions to conduct research leading to a cure for cancer in dogs, especially that research which may be helpful in finding a cure for cancer in humans. It will also seek to support, encourage and disseminate knowledge of laboratory and other research on life threatening diseases.

**ARTICLE III
LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the

corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IV

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities 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 as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such

purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VI INDEMNIFICATION

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he, or a person of whom he is legal representative, is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation, to the fullest extent legally permissible under the laws of the State of Arizona, against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by him in connection therewith. Such right of indemnification is a contract right, which he may have or hereafter acquire. The Board of Directors may adopt by-laws from time to time with respect to indemnification to provide at all times the fullest indemnification by the corporation permitted under the laws of the State of Arizona. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

ARTICLE VII BOARD OF DIRECTORS

The initial board of directors shall consist of four director(s). The name(s) and address(es) of the person(s) who is(are) to serve as the director(s) until the first annual meeting of the members, if a member corporation, or Board of Directors, if the corporation has no members, or until his(her)(their) successor(s) is(are) elected and qualifies is(are):

Gary D. Nice, 5437 E. Sweetwater Ave, Scottsdale, AZ 85254.

Sara C. Nice, 5437 E. Sweetwater Ave, Scottsdale, AZ 85254.

Julia Perles, 4717 E. Abraham Lane, Phoenix, AZ 85050

Karen McGuinness, 2836 E. Pershing Avenue, Phoenix, AZ 85032

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

ARTICLE VIII KNOW PLACE OF BUSINESS

The street address of the known place of business of the Corporation is: 5437 E. Sweetwater Ave, Scottsdale, AZ 85254.

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ARTICLE IX
STATUTORY AGENT

The name and address of the statutory agent of the Corporation is: Gary D. Nice, 5437 E. Sweetwater Ave, Scottsdale, AZ 85254

ARTICLE X
INCORPORATORS

The name(s) and address(es) of the incorporator(s) is (are):

Gary D. Nice, 5437 E. Sweetwater Ave, Scottsdale, AZ 85254.
Sara C. Nice, 5437 E. Sweetwater Ave, Scottsdale, AZ 85254.

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

ARTICLE XI
DISCRIMINATION

The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

ARTICLE XII
MEMBERS

The corporation will not have members.

EXECUTED this 15 day of February, 2006 by all of the incorporators.

Signed: *Gary D. Nice*

Gary D. Nice
[Print Name Here]

Signed: *Sara Nice*

Sara Nice
[Print Name Here]