

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



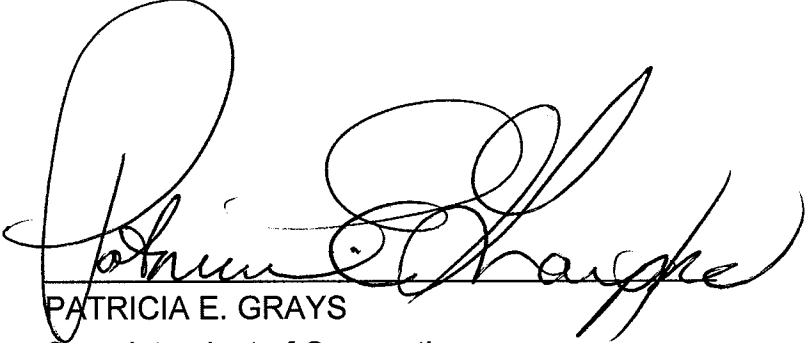
C E R T I F I C A T E

THIS IS TO CERTIFY that the attached is a true and correct copy of the documents for this entity as shown by the records of this office.

HUMANE SOCIETY OF THE UNITED STATES

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this **4th** day of **March, 2008**.

LINDA K. ARGO
Director

A large, stylized handwritten signature in black ink, appearing to read "Patricia E. Grays".

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

CERTIFICATE OF AMENDMENT

OF

THE NATIONAL HUMANE SOCIETY

(A corporation without capital stock)

The National Humane Society, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That the board of directors of said corporation did by a vote received on December 21, 1956, duly propose an amendment to its Certificate of Incorporation and duly passed a resolution setting forth the amendment proposed, declaring its advisability and calling for a subsequent vote on a date not earlier than fifteen days and not later than thirty days from the aforementioned time.

(2) By a vote received not earlier than fifteen days and not later than thirty days thereafter, to wit, on the eleventh day of January, 1957, pursuant to notice in accordance with the by-laws of the corporation, more than two-thirds of the whole number of the board of directors, to wit, eleven (11) out of fifteen (15) voted for the amendment to the Certificate of Incorporation, said amendment being as follows:

RESOLVED that the certificate of incorporation of THE NATIONAL HUMANE SOCIETY be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the corporation is THE HUMANE SOCIETY OF THE UNITED STATES."


(3) That attached hereto is the written assent of more than two-thirds of the whole number of the members of the board of directors of the corporation to said amendment.

IN WITNESS WHEREOF, the said National Humane Society has made, under its corporate seal and the hand of Robert J. Chenoweth, its Chairman of the Board, and the hand of Marian Sawyer, its Secretary, the foregoing certificate, and the said Chairman of the Board and the said Secretary have hereunto severally set their hands and caused the corporate seal of the corporation to be hereunto affixed this 7th day of January A.D. 1957.

BY


Chairman of the Board

BY


Secretary



STATE OF MISSOURI:
 : SS.
COUNTY OF JACKSON:

BE IT REMEMBERED that on this tenth day of January
1957, I, Dorla Mae Gugel , a Notary Public in and for the
state and county aforesaid, do hereby certify that Robert J. Chenoweth,
Chairman of the Board of The National Humane Society, personally known
to me to be such, duly executed the foregoing certificate with the Assents
thereto attached, before me, and that the said Chairman of the Board, as
aforesaid, duly acknowledged before me that the signatures of the said
Chairman of the Board and the Secretary of said corporation, to said
certificate appended are in the handwriting of the Chairman of the Board
and Secretary of The National Humane Society respectively; and that the
corporate seal of said corporation affixed to said certificate is the
common and corporate seal of said corporation, and that the same was
duly affixed by the authority of the board of directors of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of
office the day and year aforesaid.



Notary Public

My Commission Expires March 30 1958



The undersigned, director of The National Humane Society, does hereby assent to the amendment to the Certificate of Incorporation of the corporation as shown by the foregoing certificate to which this assent is attached and made a part thereof.

Robert J. Chenoweth

The undersigned, director of The National Humane Society, does hereby assent to the amendment to the Certificate of Incorporation of the corporation as shown by the foregoing certificate to which this assent is attached and made a part thereof.

Marion Sawyer

JAN 9 1957

The undersigned, director of The National Humane Society, does hereby assent to the amendment to the Certificate of Incorporation of the corporation as shown by the foregoing certificate to which this assent is attached and made a part thereof.

Larry Andrews

JAN 9 1957

The undersigned, director of The National Humane Society, does hereby assent to the amendment to the Certificate of Incorporation of the corporation as shown by the foregoing certificate to which this assent is attached and made a part thereof.

Elsa H. Voss

JAN 9 1957

The undersigned, director of The National Humane Society, does hereby assent to the amendment to the Certificate of Incorporation of the corporation as shown by the foregoing certificate to which this assent is attached and made a part thereof.

Grace Conahan,
412 Florence
Webster Groves,
mo.

JAN 9 1957

The undersigned, director of The National Humane Society, does hereby assent to the amendment to the Certificate of Incorporation of the corporation as shown by the foregoing certificate to which this assent is attached and made a part thereof.

Arthur P. Pedman

The undersigned, director of The National Humane Society, does hereby assent to the amendment to the Certificate of Incorporation of the corporation as shown by the foregoing certificate to which this assent is attached and made a part thereof.

William F. H. H. -

APR 8 1957

The undersigned, director of The National Humane Society, does hereby assent to the amendment to the Certificate of Incorporation of the corporation as shown by the foregoing certificate to which this assent is attached and made a part thereof.

Emily A. Sabers

JAN 8 1957

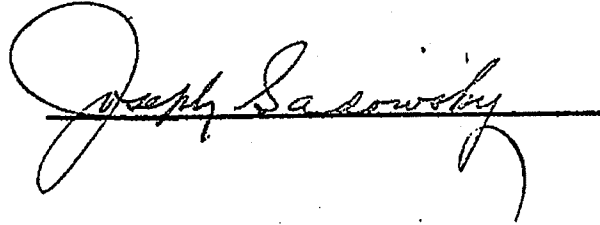
The undersigned, director of The National Humane Society, does hereby assent to the amendment to the Certificate of Incorporation of the corporation as shown by the foregoing certificate to which this assent is attached and made a part thereof.

H. Collins Wager

JAN 7 1957

JAN 5 1957

The undersigned, director of The National Humane Society, does hereby assent to the amendment to the Certificate of Incorporation of the corporation as shown by the foregoing certificate to which this assent is attached and made a part thereof.


A handwritten signature in cursive script, reading "Joseph Sasowsky", is written over a horizontal line.

The undersigned, director of The National Humane Society, does hereby assent to the amendment to the Certificate of Incorporation of the corporation as shown by the foregoing certificate to which this assent is attached and made a part thereof.

Wes Charles Herbert Appleby -