

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



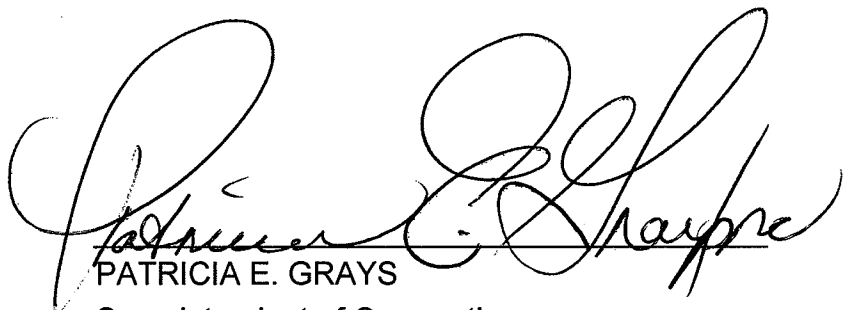
C E R T I F I C A T E

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', written over a horizontal line.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

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CERTIFICATE OF INCORPORATION
OF
THE NATIONAL HUMANE SOCIETY.

FIRST. The name of the corporation is
THE NATIONAL HUMANE SOCIETY

SECOND. Its principal office in the State of Delaware is located at No. 100 West Tenth Street in the City of Wilmington, County of New Castle. The name and address of its resident agent is THE CORPORATION TRUST COMPANY, NO. 100 West Tenth Street, Wilmington 99, Delaware.

THIRD. The objects or purposes to be promoted or carried on are:

1. To protect all living things, especially animals, children, and the aged, from cruelty and neglect, with special emphasis on cruelties of national scope;
2. To use all means to further humane education in public and private schools, churches, farm groups, and youth organizations, and among the general public, provided, however, that the corporation shall not have the power to organize or conduct a private school.

3. To cooperate with all international humane organizations and the humane societies of other nations, in all efforts to prevent or ameliorate suffering.

In furtherance of, and not in limitation of the general powers conferred by the laws of the State of Delaware, and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers:

Acting through its Board of Directors, its Chairman, President and other officers, subject to the powers and restrictions of this Certificate of Incorporation, and its By-laws, to do all such acts as are necessary or convenient to the attainment of the objects and purposes herein set forth, and to the same extent and as fully as any natural person might or could do.

To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in this Certificate of Incorporation and not forbidden by the laws of the State of Delaware.

To have offices and promote and carry on its objects and purposes within or without the State of Delaware, in other states, the District of Columbia, the territories or colonies of the United States.

In general, to have all powers conferred upon a corporation by the laws of the State of Delaware, except as herein prohibited, or forbidden by the By-laws of this corporation.

No profits shall be made or dividends declared to the members of the corporation or to anyone else, and no substantial part of the activities of the corporation shall consist of the carrying on of propoganda or otherwise attempting to influence legislation or to participate or intervene (including the publishing and distribution of ~~statements~~) in any political campaign on behalf of any candidate for public office.

FOURTH. The corporation shall not have any capital stock.

FIFTH. The conditions of membership shall be as set forth in the By-laws.

SIXTH. The names and places of residence of the incorporators, are as follows:

<u>Names</u>	<u>Residences</u>
H. K. Webb	Wilmington, Delaware
W. T. Cunningham	Wilmington, Delaware
A. D. Atwell	Townsend, Delaware

SEVENTH. The Corporation shall have perpetual existence.

EIGHTH. The private property of the members shall not be subject to the payment of corporate debts.

NINTH. The activities and affairs of the corporation shall be managed by a board of directors. The number of directors which shall constitute the whole board shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws, but in no case shall the number be less than seven. The directors need not be members of the corporation unless so required by the by-laws. The board of directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the by-laws may provide, and shall hold office until their successors are respectively elected and qualified. The by-laws shall specify the number of directors necessary to constitute a quorum. The directors of the corporation may, if the by-laws so provide, be classified



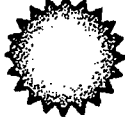
as to term of office. The corporation may elect such officers as the by-laws may specify, who shall, subject to the provisions of the statute, have such titles and exercise such duties as the by-laws may provide. The board of directors is expressly authorized to make and adopt by-laws for this corporation. After such adoption the by-laws shall be altered, amended, or repealed only by the members of the corporation after a referendum if the by-laws so provide.

This corporation may in its by-laws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the statute, provided that the board of directors shall not exercise any power or authority conferred herein or by statute upon the members.

TENTH. Meetings of members may be held without the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes), outside of the State of Delaware at such place or places as may be from time to time designated by the board of directors.

ELEVENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to Chapter 1 of Title 8 of The Delaware Code, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 22nd day of November, A. D. 1954.

J. M. Webb 
H. J. Cunningham 
A. H. Atwell 

STATE OF DELAWARE }
COUNTY OF NEW CASTLE } ss.

BE IT REMEMBERED that on this 22nd day of November, A. D. 1954, personally came before me, a Notary Public for the State of Delaware, H. K. Webb, W. T. Cunningham and A. D. Atwell, all of the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

M. Ruth Mannering
Notary Public

