

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE DANE COUNTY HUMANE SOCIETY, INC.

The following Amended and Restated Articles of Incorporation of The Dane County Humane Society, Inc., duly adopted pursuant to the authority and provisions of Chapter 181 of the Wisconsin Statutes, supersede and take the place of the existing articles of incorporation and any amendments thereto.

ARTICLE I
NAME

The name of the corporation is The Dane County Humane Society, Inc. (the "Corporation").

ARTICLE II
PURPOSES AND ORGANIZATION

A. The Corporation is organized and shall be operated exclusively for religious, charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United State internal revenue law (hereinafter, the "Code"). Only to the extent consistent with the foregoing, and Section 509(a)(3) of the Code, the specific purpose of the Corporation shall be the prevention of cruelty to animals and the relief of suffering among animals.

B. The Corporation shall be formed without any capital stock, and no dividends or pecuniary profits shall ever be declared or paid to the members thereof.

ARTICLE III
LIMITATIONS ON ACTIVITIES

A. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

B. 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.

C. In the event the Corporation is classified as a private foundation under the Code, the Corporation shall:

1. Distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;
2. Not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
3. Not retain any excess business holdings as defined in Section 4943(c) of the Code;
4. Not make any investment in a manner as to subject the Corporation to tax under Section 4944 of the Code; and
5. Not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE IV **MEMBERS**

The Corporation shall have members, the qualifications, duties, privileges and voting rights of which shall be as set forth in accordance with the Bylaws of the Corporation.

ARTICLE V **BOARD OF DIRECTORS**

The Corporation shall be governed by a Board of Directors. The number of Directors, the manner in which the Directors shall be elected, and the authority and responsibility of the Board of Directors shall be set forth in the Corporation's Bylaws.

ARTICLE VI **DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the Corporation's liabilities, dispose of all of the Corporation's assets exclusively for the purposes set forth in Article II of these Articles of Incorporation to such organization(s) organized and operated exclusively for religious, charitable, scientific and/or educational purposes as shall at the time qualify as an organization(s) described in Section 501(c)(3) of the Code as selected by a majority vote of the Board of Directors.

ARTICLE VII
REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the registered agent and registered office of the Corporation at the time of the adoption of these Amended and Restated Articles of Incorporation is Pam McCloud Smith, 5132 Voges Road, Madison, Wisconsin 53718.

ARTICLE VIII
PRINCIPAL OFFICE

The principal office of the Corporation at the time of the adoption of these Amended and Restated Articles of Incorporation is 5132 Voges Road, Madison, Wisconsin 53718.

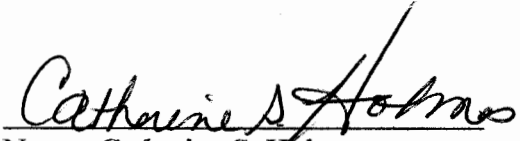
ARTICLE IX
AMENDMENT

These Amended and Restated Articles of Incorporation may be amended or restated by the affirmative vote, written consent or written ballot of fifty-one percent (51%) of the members of the Corporation present at an annual or special meeting at which a quorum is present.

CERTIFICATE

This is to certify that the foregoing Amended and Restated Articles of Incorporation (the "Restatement") did not require the approval of a member or the approval of any person other than the Board of Directors, and that the Board of Directors adopted the Restatement in accordance with Section 181.1006 of the Wisconsin Statutes on

Executed this 15 day of October, 2014.

A handwritten signature in cursive script, reading "Catherine S. Holmes". The signature is written in black ink and is positioned above a horizontal line.

Name: Catherine S. Holmes

Title: President