

**CERTIFICATE OF INCORPORATION
OF
Angels' Habitat Foundation
A NON-STOCK CORPORATION**

FIRST: The name of the corporation is: Angels' Habitat Foundation

SECOND: Its registered office in the State of Delaware is located at 16192 Coastal Highway, Lewes, Delaware 19958, County of Sussex. The registered agent in charge thereof is Harvard Business Services, Inc.

THIRD: The purpose of this tax deductible non-profit organization shall be to engage in any lawful activity for which corporations may be organized under the General Corporation Law of Delaware. In addition the purpose of this non-profit organization is to focus on helping animals in need of veterinary care, food, temporary and/or permanent homes. Additionally, to create a sustainable environment for wild life.

This corporation is organized exclusively for charitable, religious or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

INUREMENT OF INCOME: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers of the corporation, or any private persons (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered), and no member, trustee, or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

LEGISLATIVE OR POLITICAL ACTIVITIES: 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. (except as otherwise provided by Internal Revenue Code section 501(h).

DISSOLUTION CLAUSE: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation 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.

BY-LAWS
OF Angels' Habitat Foundation
A Delaware 501 (c) (3) Exempt (Not-for-Profit) Corporation

ARTICLE I - REGISTERED AGENT AND REGISTERED OFFICE

Section 1. The registered office of the corporation in the State of Delaware shall be 16192 Coastal Highway, in the city of Lewes, county of Sussex. The registered agent in charge thereof shall be Harvard Business Services, Inc.

Section 2. The corporation may also have offices at such other places as the Board of Directors may from time to time designate, in any State or Country around the world.

ARTICLE II - SEAL

Section 1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Delaware" or "Seal Delaware".

ARTICLE III - NONPROFIT PURPOSES

Section 1. IRC Section 501 (C) (3) Purposes: The Corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on:

- (i) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code), or
- (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code).

Section 2. General Objectives & Purposes: The Corporation is organized to conduct any lawful business and engage in any lawful act or activity consistent with Federal and State law, including the Delaware Non-Profit Corporation Act (the "Act"), and such other laws governing not-for-profit, Delaware corporations exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (the "Code").

Section 3. Specific Objectives & Purposes: The specific purpose of this corporation is Focus on helping animals in need of veterinary care, food, temporary and/or permanent homes. Additionally, to create a sustainable environment for wild life.

ARTICLE IV - MEMBERSHIP

Section 1. The qualification for membership to the corporation shall be open to all those who subscribe to the purposes listed in Article III, Section 1 above. Membership to the corporation shall require submitting duly signed details as requested and required in the membership application form. Membership shall not be denied for non-payment of annual membership fees but such non-payment may result in restricted enjoyment of membership benefits offered by the corporation. Non-paying members shall have no voting rights in the elections of the corporation's Board of Directors, officers, administrators or other elected designees.

Section 2. Members 18 years and older who have paid their annual membership dues shall have a right to vote in the corporation's Board of Directors, officers, administrator or other designees elections for the year in which such member has paid his/her dues.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of this corporation shall be managed by its Board of Directors. Each director shall be elected for a term of one year, and until his successor shall qualify or until his earlier resignation or removal.

Section 2. Regular Meetings: Regular meetings of the Board of Directors shall be held without notice according to the schedule of the regular meetings of the Board of Directors which shall be distributed to each Board member at the first meeting each year. The regular meetings shall be held at such place as shall be determined by the Board. Regular meetings, in excess of the one Annual meeting (Art. III Sec. 2) shall not be required if deemed unnecessary by the Board.

Section 3. Special Meetings: Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors on 5 days notice to all directors, either personally or by mail, courier service, E-Mail or telecopy; special meetings may be called by the President or Secretary in like manner and on like notice by written request to the Chairman of the Board of Directors.

Section 4. Quorum: A majority of the total number of directors shall constitute a quorum of any regular or special meetings of the Directors for the transaction of business.

Section 5. Consent in Lieu of Meeting: Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee. The Board of Directors may hold its meetings, and have an office or offices anywhere in the world, within or outside of the state of Delaware.

Section 6. Teleconferencing: Directors may participate in a meeting of the Board, of a committee of the Board, by means of voice conference telephone or video conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in this manner shall constitute presence in person at such meeting.

Section 7. Vacancies: Any vacancy occurring caused by the death, resignation, removal, disqualification, or otherwise, in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors. A Director selected to fill a vacancy shall serve the remaining, unexpired term of his or her predecessor in office. Vacancies may be filled or new Directorships created and filled at any meeting of the Board of Directors.

Section 8. Nominating Committee: At the first board meeting of the year the President shall designate a Nominating Committee of at least three members. The committee members shall be approved by the Board of Directors. It shall be the duty of this committee to nominate at least one candidate to fill each open office.

Section 9. Elections: The list of nominees as developed by the Nominating Committee shall be presented to the membership for election. Additional nominations may be made by petition signed by at least twenty (20) members and submitted to the secretary at least fourteen (14) days prior to the annual meeting.

ARTICLE VI - OFFICERS

Section 1. The executive officers of the corporation shall be chosen by the Board of Directors. They shall be President, Secretary, Treasurer, one or more Vice Presidents and such other officers as the Board of Directors shall deem necessary. The Board of Directors may also choose a Chairman from among its own members. Any number of offices may be held by the same person.

Section 2. Salaries: Salaries of all officers and agents of the corporation shall be determined and fixed by the Board of Directors.

Section 3. Term of Office: The officers of the corporation shall serve at the pleasure of the Board of Directors and shall hold office until their successors are chosen and have qualified. Any officer or agent elected or appointed by the Board may be removed by the Board of Directors whenever, in its judgment, the best interest of the corporation will be served thereby.

Section 4. President: The president shall be chief executive officer of the corporation; he shall preside at all meetings of the stockholders and directors; he shall have general and active management of the business of the corporation. He shall be EXOFFICIO a member of all committees, and shall have the general power and duties of supervision and management, as defined by the Board of Directors.

Section 5. Secretary: The Secretary shall attend all sessions of the board and all meetings of the stockholders and act as clerk thereof, and record all votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose, and shall perform like duties for all the committees of the Board of Directors when required. He shall give, or cause to be given, notice of all meetings of the

stockholders and of the Board of Directors, and such other duties as may be prescribed by the Board of Directors or President, under whose supervision shall be. He shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it.

Section 6. Treasurer: The treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall keep the moneys of the corporation in a separate account to the credit of the corporation. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation.

ARTICLE VII - IRC 501 (C) (3) TAX EXEMPTION PROVISIONS

Section 1. Limitations on Activities: No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), 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 provisions of these Bylaws, this corporation shall not carry on any 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 (b) by a 170 (c) (2) of the Internal revenue Code.

Section 2. Prohibition Against Private Inurement: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors or 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 of the corporation.

Section 3. Distribution of Assets: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation 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.

ARTICLE VIII - AMENDMENTS

Section 1. These bylaws may be amended by a majority vote of the directors present and voting at a general meeting, provided notice of such submission of such amendment is given in writing through the mail at least thirty (30) days in advance of the meeting at which action is to be taken.

ARTICLE IX - MISCELLANEOUS

Section 1. Grants, Contracts, Etc., How Executed: The Board of Directors may authorize any officer or officers, agent or agents, to make, enter into, execute and deliver any grant, contract or other instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized so to do by these By-laws or the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any grant, contract or engagement, or to pledge its credit or to render it liable pecuniary for any purpose or in any amount.

Section 2. Checks, Drafts, Etc: All checks, drafts or other evidences of indebtedness issued in the name of the Corporation shall be signed or endorsed by such one or more officers, agents or employees of the Corporation as shall from time to time be determined by resolution of the Board of Directors, or, if appointed, the Executive Committee or the Finance Committee. Each of such officers or employees shall

give such bond as the Board of Directors or such committees may require.

Section 3. Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, mutual funds, or other depositories as the Board of Directors, or, if appointed, the Executive Committee or the Finance Committee, may from time to time designate, or as may be designated by any officer, agent or employee of the Corporation to whom such power may be delegated by the Board of Directors or by either of such committees, and for the purpose of any such deposit, all checks, drafts, and other orders for the payment of money which are payable to the order of the Corporation may be endorsed, assigned and delivered by any officer of the Corporation authorized by, or in such other manner as may from time to time determined by resolution of, the Board of Directors or either of such committees.

Section 4. Indemnification: The Corporation shall, and hereby does, indemnify each of its present and former Directors and officers and agents and any other person who may serve or have served, against expenses actually and necessarily incurred by her or him in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a Director, officer or agent of the Corporation, provided the Director, officer or agent acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and provided further that if such indemnity is with respect to a criminal proceeding, the Director, officer or agent had no reasonable cause to believe the conduct was unlawful.

Section 5 Insurance: Corporation may purchase and maintain insurance on behalf of the Board of Directors, officers, former board members and former officers and all persons who have served at its request or by its election as a director or officer of another association, organization or corporation or in a fiduciary capacity with respect to any employee benefit plan against any liability, or settlement based on asserted liability, incurred by them by reason of being or having been board members or officers of the corporation or directors or officers of such other association, corporation, organization or corporation, or in a fiduciary capacity with respect to any employee benefit plan of the corporation, whether or not corporation would have the power to indemnify them against such liability or settlement under the provisions of this section.

Section 6 Fiscal Year: The fiscal year of the Corporation shall commence on January 1 and end on December 31.
