



NEW MEXICO PUBLIC REGULATION COMMISSION

Certificate Of Incorporation

OF

ZIMMER FELINE FOUNDATION

4691610

The Public Regulation Commission certifies that the Articles Of Incorporation, duly signed and verified pursuant to the provisions of the

Nonprofit Corporation Act

(53-8-1 To 53-8-99 NMSA 1978)

have been received by it and are found to conform to law. Accordingly, by virtue of the authority vested in it by law, the Public Regulation Commission issues this Certificate Of Incorporation and attaches hereto a duplicate of the Articles Of Incorporation.

Dated : **December 4, 2012**

In testimony whereof, the Public Regulation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to be affixed at the city of Santa Fe.

Stacy Starr-Garcia

Bureau Chief

Ben Hall

Chairman

**ARTICLES OF INCORPORATION
OF
ZIMMER FELINE FOUNDATION
(A New Mexico Nonprofit Corporation)**

The undersigned natural person, acting as the incorporator of a corporation under the New Mexico Nonprofit Corporation Act (the "Act"), NMSA Sections 53-8-1 to 53-8-99, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of this New Mexico nonprofit corporation is Zimmer Feline Foundation.

ARTICLE II

Purposes

Zimmer Feline Foundation is organized and shall be operated exclusively for charitable, educational, humane, and scientific purposes, or for the prevention of cruelty to animals, within the meaning and intendment of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or replaced from time to time (hereinafter referred to as the "Code"), and for no other purposes. Zimmer Feline Foundation may operate for any lawful purpose for which nonprofit corporations may be formed under the Act. Zimmer Feline Foundation shall operate as a noncommercial, nonsectarian and nonpartisan entity.

The Board of Directors shall take all steps necessary to obtain recognition from the Internal Revenue Service of the Zimmer Feline Foundation's tax-exemption as a qualified charitable organization under Section 501(c)(3) of the Code as a private operating foundation under Section 4942(j)(3) of the Code.

Without in any way limiting the general charitable purposes of Zimmer Feline Foundation (hereinafter referred to as the "Foundation"), the charitable purpose of the Foundation shall be to use its assets solely in furtherance of charitable, educational, humane (including the prevention of cruelty to animals), scientific and educational purposes as required to obtain and maintain its tax-exempt status as a private operating foundation. The particular charitable purposes of the Foundation shall include, by way of example and not by way of limitation, reducing the rates of pet cat abandonment and relinquishment in New Mexico by providing free and local feline sterilization and acute veterinary care for cats in lower-income households. The Foundation aims to reduce and eventually to eliminate reliance on or resort to animal shelter euthanasia to control domestic cat populations in New Mexico. The Foundation carries out its charitable purpose through its programs, which currently include (i) offering free and local accessibility to spay and neuter services for those cats most at risk of staying below the conventional spay/neuter radar – specifically cats in lower-income households and cats living outdoors in naturally occurring feral and stray cat colonies, and (ii) providing free and local accessibility to acute veterinary care for cats in lower-income households.

No part of the assets of the Foundation shall inure to the benefit of or be payable to any individual or entity which is not a qualified charitable organization, and no part of the activities of the Foundation shall consist of the carrying on of propaganda or otherwise attempting to influence any legislation. No part of the activities of the Foundation shall be the participation or intervention (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

Notwithstanding any of the foregoing, the Board of Directors is expressly prohibited from carrying on any activity or exercising any power not permitted to an organization exempt under Section 501(c)(3) of the Code as a private operating foundation under Section 4942(j)(3) of the Code. Furthermore, the Foundation shall not carry on any activity not permitted to be carried on by an organization contributions to which are deductible for Federal income tax purposes or Federal estate tax purposes under Section 170(c)(2), Section 2055(a)(2) or Section 2522(a)(2) of the Code.

Notwithstanding any provision of these Articles of Incorporation to the contrary and as repeated in Article III of these Articles of Incorporation:

(a) The Board of Directors will not engage in any act of self-dealing that is subject to tax under Section 4941 of the Code;

(b) The Board of Directors shall distribute or apply its income for each taxable year at such time and in such manner so as not to subject the Foundation to the tax on undistributed income imposed by Section 4942 of the Code;

(c) The Board of Directors shall not retain any excess business holdings that are subject to tax under Section 4943 of the Code;

(d) The Board of Directors shall not make any investments in such a manner as to jeopardize the carrying out of the Foundation's charitable purposes and subject the Foundation to tax under Section 4944 of the Code; and

(e) The Board of Directors of the Foundation shall not make any taxable expenditures that are subject to tax under Section 4945 of the Code.

The Board of Directors (sometimes hereinafter referred to as the "Board") of the Foundation shall hold, manage, invest and reinvest the Foundation funds or assets. Notwithstanding the foregoing powers, the Foundation shall not engage otherwise than as an insubstantial part of its activities in activities which in themselves are not in furtherance of its exempt purposes or activities.

The Foundation is organized and shall be operated exclusively for such purposes, and for no other purposes, and to that end, the Board shall take and hold, by devise, gift, purchase, or lease, either absolutely or in trust, for such objects and purposes or any of them, any property, real, personal or mixed,

without limitation as to amount or value, except such limitations, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principal and income thereof, and to determine and expend the income therefrom for any of the aforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any Last Will and Testament, deed of trust or other trust instrument for the foregoing purposes or any of them (but for no other purposes), and in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to do all things that may appear necessary and useful in accomplishing the purposes of the Foundation.

ARTICLE III Restrictions

The Foundation shall not afford pecuniary gain, incidentally or otherwise, to any individual or entity that is not a qualified charitable organization. No part of the income or principal of the assets of the corporation shall inure to the benefit of or be distributed to a Director or Officer of the Foundation, or any private individual, but the foregoing shall not preclude reimbursement for expenditures or the payment of reasonable compensation for services rendered to or property purchased by the Foundation. The Foundation shall not engage in subversive or anti-American activities; no part of its activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate or intervene in any political campaign on behalf of any candidate for public office. The participation or intervention prohibited by the preceding sentence shall also include the publication and distribution of statements in connection with such a political campaign. The Foundation shall not unreasonably accumulate income or otherwise invest in such manner as would result in a denial of the tax-exempt status of the Foundation under any applicable Federal, state or local law or regulation.

As long as the Foundation is deemed by the Internal Revenue Service to be a "private foundation" within the meaning of 509 of the Code, the Foundation shall at all times comply with the following provisions:

- (a) The Foundation shall distribute or apply its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
- (b) The Foundation shall not engage in any act of self-dealing as defined in Section 4941 of the Code;

(c) The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code;

(d) The Foundation shall not retain any excess business holdings as defined in Section 4943 of the Code; and

(e) The Foundation shall not make any taxable expenditures as defined in Section 4945 of the Code.

ARTICLE IV
Disposition of Assets on Dissolution

Upon the dissolution of the Foundation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the corporation, shall dispose of all of the assets of the Foundation corporation exclusively for the primary charitable purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, humane, scientific and educational purposes as shall at the time qualify as a qualified charitable organization under Section 501(c)(3) of the Code, as the Board shall determine. Any assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such qualified charitable organization or organizations as that Court shall determine.

ARTICLE V
Period of Existence

The period of existence of the Foundation shall be perpetual.

ARTICLE VI
Registered Office and Agent

The New Mexico street address of the initial registered office of the Foundation is 200 West Marcy Street, Suite 129, Santa Fe, New Mexico, 87501, and the name of the initial registered agent at this address is New Mexico Registered Agents, LLC, a New Mexico limited liability company.

ARTICLE VII
No Capital Stock and No Members

The Foundation, as a corporate entity, shall have no capital stock and the private property of the incorporator or the Directors of the Foundation shall not be liable for the debts of the Foundation. The Foundation shall have no members and is therefore a non-membership corporation.

ARTICLE VIII
Board of Directors

The affairs and business of the Foundation shall be conducted by a Board of Directors of not less than three (3). The method for the election of Directors shall be set forth in the Bylaws of the Foundation.

ARTICLE IX
Initial Board of Directors

The initial Board of Directors of the Foundation shall consist of three (3) Directors (and not less than three (3)), whose names and addresses are listed below, and whose tenure of office shall continue until their death, resignation, or termination in accordance with the Bylaws:

<u>Name of Director</u>	<u>Address of Director</u>
Edward F. Zimmer	P.O. Box 6815 Santa Fe, NM 87502-6815
Kathryn M. Zimmer	P.O. Box 6815 Santa Fe, NM 87502-6815
Cynthia Marshall Schuman	P.O. Box 6815 Santa Fe, NM 87502-6815

ARTICLE X
Incorporator

The name and address of the incorporator are:

Mark Kriendler Nelson
Sommer, Udall, Sutin, Hardwick & Hyatt, P.A.
200 West Marcy Street, Suite 129
Santa Fe, NM 87501

Dated: November 26, 2012.

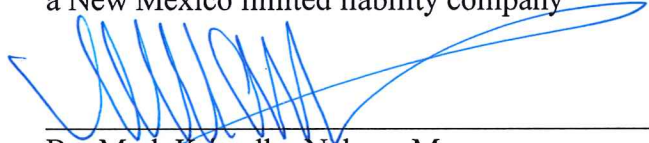


Mark Kriendler Nelson, Incorporator

**STATEMENT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED INITIAL REGISTERED AGENT**

I, Mark Kriendler Nelson, as manager of New Mexico Registered Agents, LLC, hereby acknowledge that the undersigned limited liability company accepts the appointment as Initial Registered Agent of Zimmer Feline Foundation, the corporation which is named in the Articles of Incorporation.

New Mexico Registered Agents, LLC
a New Mexico limited liability company



By: Mark Kriendler Nelson, Manager
(An authorized person of the entity being appointed as
Initial Registered Agent)