NEW MEXICO PUBLIC REGULATION COMMISSION

CERTIFICATE OF COMPARISON

OF

WHISKETEERS’ KITTY KINGDOM, INC.

4729765

The Public Regulation Commission certifies that the attached is a true and complete copy of the page document(s) on file in this office.

This Certification is in accordance with section 53-8-93 NMSA 1978.

Dated April 30, 2013

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

Bennett Hall
Chairman
KNOW ALL MEN BY THESE PRESENTS: That the undersigned has this day formed a Non-Profit Corporation pursuant to the laws of the State of New Mexico, and certifies as follows:

ARTICLE I

That the name of said Corporation shall be "Whisketeers' Kitty Kingdom, INC."

ARTICLE II

The period of duration of said Corporation shall be perpetual.

ARTICLE III

The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including, but not limited to, the operation of a cat sanctuary for saving the lives of homeless, abandoned, and special needs cats and finding loving, adoptive homes or providing lifelong care for them and for decreasing the number of homeless cats and the amount of cruelty to them in our community through outreach and education.

ARTICLE IV

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, of 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 set forth in Article Three hereof. 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 any candidate for public office. 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 for federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, of (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the District Court or other appropriate Court of jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

The Corporation shall further be subject to the following provisions:

(a) The Corporation shall distribute its income for each taxable 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 Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4954(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(f) Notwithstanding any other provision of this certificate, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

ARTICLE VII

The Corporation shall adopt Bylaws providing for the regulation of the internal affairs of the Corporation.
ARTICLE VIII

The address of the initial registered office of the Corporation is 2312 Country Meadows Drive, Clovis, New Mexico 88101, and the name of its initial registered agent at such address is Laurie G. Vienneau.

ARTICLE IX

The number of directors shall be four (4), in number, and the Directors constituting the initial Board of Directors and the names and addresses of the persons who are to serve as initial directors are as follows:

<table>
<thead>
<tr>
<th>NAME</th>
<th>ADDRESS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Laurie G. Vienneau</td>
<td>2312 Country Meadows Drive, Clovis, NM 88101</td>
</tr>
<tr>
<td>Glen M. Vienneau</td>
<td>2312 Country Meadows Drive, Clovis, NM 88101</td>
</tr>
<tr>
<td>Lesley Henson</td>
<td>917 Rosewood Drive, Clovis, NM 88101</td>
</tr>
<tr>
<td>Diane Ray</td>
<td>1813 Bob Jay Drive, Clovis, NM 88101</td>
</tr>
</tbody>
</table>

The Board of Directors may be changed or increased as provided in the Bylaws.

ARTICLE X

The name and address of the incorporator is as follows: Laurie G. Vienneau, 2312 Country Meadows Drive, Clovis, NM 88101.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on March 19, 2013.

[Signature of Incorporator]
STATE OF NEW MEXICO                          
COUNTY OF CURRY

On this 19th day of March, 2013, before me personally appeared Laurie G. Vienneau, to
me known to be the person described in and who executed the foregoing instrument and
acknowledged that she executed the same as her free act and deed.

WITNESS MY HAND AND SEAL the day and year last above written.

[Signature of Notary Public]

Notary Public

My Commission Expires: 4-8-14
AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED INITIAL REGISTERED AGENT

To the State Corporation Commission
State of New Mexico

STATE OF NEW MEXICO )
)ss.
COUNTY OF CURRY )

On this 19th day of March, 2013, before me a Notary Public in and for the State and County aforesaid, personally appeared Laurie G. Vienneau, who is to me known to be the person, and who, being duly sworn, acknowledged to me that she does hereby accept appointment as the Initial Registered Agent of "Whisketeers' Kitty Kingdom, INC." the Corporation which is named in the annexed Articles of Incorporation, and which is applying for a Certificate of Incorporation pursuant to the provisions of the Nonprofit Corporation Act of the State of New Mexico.

[Signature]
Registered Agent

ACKNOWLEDGED, SUBSCRIBED and SWORN TO before me on this 19th day of March, 2013, by Laurie G. Vienneau.

[Signature]
NOTARY PUBLIC

My Commission Expires: 4-8-14

Corporation Bureau
MAR 22 2013