

Articles of Incorporation

Greater Chicago Cavalier Rescue

Article I – Name

The name of the Corporation shall be Greater Chicago Cavalier Rescue (“the Corporation”)

Article II - Purpose

The Corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, comprising: To help ensure the health and security of abused, abandoned, and otherwise endangered Cavalier King Charles Spaniels by rehabilitating and placing Cavaliers from shelters and similar situations, by assisting breeders and owners in finding new homes for their Cavaliers, and by providing to the public educational materials and consultation regarding Cavalier health and care.

Article III - Duration

The period of duration of the Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

Article IV - Inurement of Income

The Corporation is formed as, and meant to qualify as, a non-profit organization under the laws of the State of Illinois and the United States of America, and shall be governed by any rules, regulations and/or restrictions applicable to such a non-profit organization. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to its members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Article V - Bylaws

The Board of the Corporation shall adopt and may from time to time revise such Bylaws as may be required to carry out these objects.

Article VI - Dissolution

Upon dissolution of the Corporation, the Board, after paying or making provisions for the payment of all liabilities of the Corporation, will dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such an 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 shall determine.

Bylaws of Greater Chicago Cavalier Rescue

Article I – Members

The Corporation is a non-member corporation and shall have no members. All voting rights reside in the Board of Directors.

Article II – Management of Corporate Affairs

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, a Board of Directors. The powers of the Corporation shall include:

- (a) To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated;
- (b) To sell, exchange, convey, mortgage, lease transfer or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law; and
- (c) To borrow money, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

Article III – Initial Directors

The Board of Directors shall initially have five (5) directors. The number of directors may be increased or decreased from time to time by the Board as provided in these Bylaws. The names and street addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Susan J. Coffee	2026 Bridle Court, St. Charles IL 60174
Helen S. Cordell	41 Ponderosa Drive, Yorkville IL 60560
Betty J. Iliff	452 N. Michigan, Villa Park IL 60181
Jacqueline Spielman	41 W. 330 Muir Head Road, Elgin IL 60123
Robert V. Tomaszewski	407 Greenfield Circle, Geneva IL 60134

Article IV – Meetings and Actions by the Board

Section 1. Time and Place

The Board shall hold its Annual Meeting for the year 2005 as soon as the directors may conveniently assemble, and in the following years in the month of March, unless otherwise fixed by the Board. Additional meetings of the Board may be held as the Board shall fix. Meetings shall be held at such place within or without the State of Illinois as shall be fixed by the Board. Meetings of the Board may be held in person, by telephone conference call, by electronic transmission, or by any other technological method that enables Board members to see, hear, and discuss, or read and discuss, all business before the Board.

Section 2. Quorum and Action

Except as hereinafter provided, a majority of the entire Board shall constitute a quorum. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as otherwise provided by the laws of the State of Illinois and except as herein otherwise provided, the act of the Board shall be the act, at a meeting duly assembled, by vote of a majority of the directors present at the time of the vote, a quorum being present at such time.

Section 3. Action Without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of previous proceedings of the Board. Consents may be granted by any legally permissible means, including by electronic transmission.

Article IX – Officers

The initial officers shall be members of the Board and shall include a President, Vice President, Secretary and Treasurer. The Board may elect or appoint such officers and thereafter any other officers and assistant officers as it may determine and provide in these Bylaws. Any two or more offices may be held by the same person except the offices of President and Secretary. The duties of the initial officers shall be as follows:

- (a) The President shall preside at all meetings of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.
- (b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity.
- (c) The Secretary shall keep a record of all meetings of the Board and of all matters of which a record shall be ordered by the Board; have charge of the correspondence, notify directors of meetings, and carry out such other duties as are prescribed in these bylaws.
- (d) The Treasurer shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank designated by the Board, in the name of the Corporation. The books shall at all times be open to inspection by the Board and a

report shall be given at every Board meeting on the condition of the Corporation's finances and every item of receipt or payment not before reported; and at the Annual Meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year.

Article X – Fiscal Year

The Corporation's fiscal year shall begin on the first day of January and end on the last day of December.

Article XI – Registered Office and Agent

The initial street address and mailing address of the principal office of the Corporation is:

41 Ponderosa Drive
Yorkville IL 60560
Kendall County

The initial registered agent of the Corporation and street address of the initial registered agent is:

Helen S Cordell
41 Ponderosa Drive
Yorkville IL 60560
Kendall County

Article XII – Indemnification

The directors and officers of the Corporation shall be indemnified and shall be limited in their liability to the fullest extent permissible under the laws of the State of Illinois.

Article XIII – Amendments

The Board of Directors, by vote of the majority of the directors present at a meeting duly assembled, a quorum being present at the time of such vote, may amend or repeal the Bylaws and may adopt new Bylaws.

Effective Date:

These Articles of Incorporation and Bylaws were adopted by the affirmative vote of Board held on June 6, 2005.

Susan J. Coffee
President

Attested by:
Helen S Cordell
Secretary