



Office of the Secretary of State

CERTIFICATE OF FILING OF

Pug Rescue of Austin
File Number: 801141569

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 07/01/2009

Effective: 07/01/2009



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State



Office of the Secretary of State

July 01, 2009

Graves Dougherty Hearon & Moody
P O Box 98
Austin, TX 78767 USA

RE: Pug Rescue of Austin
File Number: 801141569

It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created nonprofit corporation.

Nonprofit corporations do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. Information about franchise tax, and contact information for the Comptroller's office, is available on their web site at <http://window.state.tx.us/taxinfo/franchise/index.html>. For information on state tax exemption, including applications and publications, visit the Comptroller's Exempt Organizations web site at <http://window.state.tx.us/taxinfo/exempt/index.html>. Information on exemption from federal taxes is available from the Internal Revenue Service web site at www.irs.gov.

Nonprofit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in the involuntary termination of the corporation. Additionally, a nonprofit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its certificate of formation. If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555
Enclosure

Come visit us on the internet at <http://www.sos.state.tx.us/>

Phone: (512) 463-5555
Prepared by: Melissa Williams

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Document: 264549440002

JUL 01 2009

Corporations Section

CERTIFICATE OF FORMATION
OF
PUG RESCUE OF AUSTIN

Pursuant to Section 3.005 of the Texas Business Organizations Code, the undersigned, acting as the sole organizer, does hereby adopt this Certificate of Formation for the filing entity named below.

ARTICLE I.

The name of the filing entity is Pug Rescue of Austin (the "Corporation").

ARTICLE II.

The Corporation is a nonprofit corporation.

ARTICLE III.

Subject to the provisions of Sections 2.002, 2.003, 2.010 and 22.051 of the Texas Business Organizations Code, the Corporation is organized and shall be operated exclusively for the prevention of cruelty to children or animals within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States tax law. The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by officers and directors of the Corporation and members of committees of the Corporation, and to make payments and distributions in furtherance of the purposes set forth in this Article III. 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 distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. In no event shall the Corporation 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 Code or the corresponding provision of any future United States tax law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States tax law.

ARTICLE IV.

The period of duration of the Corporation is perpetual.

ARTICLE V.

The street address of the initial registered office of the Corporation is 1900 Alex Avenue, Unit B, Austin, Texas 78728, and the name of its initial registered agent at such address is Kristen Hanna.

ARTICLE VI.

The direction and management of the affairs of the Corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors composed of such number of persons as the bylaws of the Corporation may fix. Until changed by the bylaws the original number of directors shall be three (3). The directors shall continue to serve until their successors are selected in the manner provided in the bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial directors of the Corporation until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Rita Hagan	704 Camino Real Drive Leander, Texas 78641
Kristen Hanna	1900 Alex Avenue, Unit B Austin, Texas 78728
Brooke Hengst	13513 Albania Way Austin, Texas 78729

ARTICLE VII.

The Corporation shall have no members.

ARTICLE VIII.

The initial bylaws of the Corporation shall be adopted by its Board of Directors, and the power to amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, subject to Section 22.102 of the Texas Business Organizations Code.

ARTICLE IX.

Upon the winding up and termination of the Corporation and after all liabilities and obligations of the Corporation are paid, satisfied and discharged in accordance with Section 11.053 of the Texas Business Organizations Code, the property of the Corporation shall be applied and distributed, pursuant to a plan of distribution, exclusively for tax-exempt purposes to an organization or organizations that shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or the corresponding provisions of any future

United States tax law or as are described in Section 170(c)(1) or (2) of the Code or the corresponding provisions of any future United States tax law. A district court of the county in which the principal office of the Corporation is then located shall distribute to one or more organizations exempt under Section 501(c)(3) of the Code or the corresponding provisions of any future United States tax law or as are described in Section 170(c)(1) or (2) of the Code or the corresponding provisions of any future United States tax law the property of the Corporation remaining after the distribution of property as provided in the plan of distribution.

ARTICLE X.

No director shall be liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director to the extent the director is found liable for:

- (a) a breach of the director's duty of loyalty to the Corporation;
- (b) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (c) a transaction from which the director received an improper benefit, regardless of whether the benefit resulted from an action taken within the scope of the director's duties; or
- (d) an act or omission for which the liability of the director is expressly provided by an applicable statute.

Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XI.

Any action required by the Texas Business Organizations Code to be taken at any annual or special meeting of directors, or any action which may be taken at any annual or special meeting of directors or of any committee, may be taken without a meeting, if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of directors or committee members as would be necessary to take that action at a meeting at which all of the directors or members of the committee were present and voted. Any such written consent shall be signed and dated by each director or committee member executing the same and such executed written consent shall be filed with the Corporation in the manner required by Section 3.151 of the Texas Business Organizations Code.

ARTICLE XII.

The name and address of the sole organizer are:

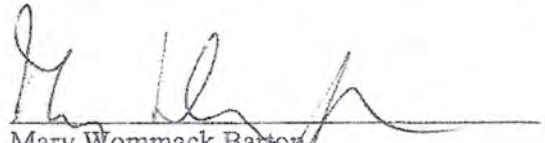
Name

Address

Mary Wommack Barton

401 Congress Avenue, Suite 2200
Austin, Texas 78701

EXECUTED BY THE UNDERSIGNED ORGANIZER on this 1st day of July,
2009.



Mary Wommack Barton