

ARTICLES OF AMENDMENT OF THE ARTICLES OF
INCORPORATION OF THE PENINSULA SOCIETY FOR
THE PREVENTION OF CRUELTY TO ANIMALS, INC.
(hereinafter referred to as SPCA)

These Articles of Amendment are filed by the PENINSULA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS, INC. pursuant to Section 13.1-237 of the 1950 Code of Virginia, as amended.

- I. The name of the corporation is the PENINSULA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS, INC.
- II. The Articles of Incorporation are amended as follows:
 - A. Amend Article II to read:
 - "2. The purpose of the corporation is to provide shelter, care and protection of animals; to act as a placement agency for animals in good health; to provide education for the humane care and treatment of animals and to prevent cruelty to animals, and to end the lives of inreplaceable animals in a humane manner, all within the meaning of Section 501 (c) (3) of the Internal Revenue Code and the corporation shall have all powers authorized by the 'Virginia Non-Stock Corporation Act.'"
 - B. Amend Article III to read:
 - "3. The membership of the corporation shall be all persons who contribute less than \$100.00 at any one time to the corporation. Said parties' membership shall be for a period of twelve (12) months from the date of their last contribution. The membership shall also consist of all persons who make

a single contribution at any one time of \$100.00 or more, and their membership shall be for the duration of the contributor's life. The members of the corporation shall not have voting rights of any kind."

C. Amend Article IV to read:

"4. The property affairs and business of the corporation shall be managed by a board of directors composed of 21 regular members, plus Honorary Board members and Special Board members as set forth below. The directors of the corporation shall be elected by a majority vote of existing board members. Regular members of the Board of Directors shall serve for life or until resignation or removal. Honorary Board members serve for life or until resignation or removal. Special Board members shall serve for a period of one year from the date of their election unless they sooner resign or are removed.

All Honorary Board members shall be outstanding citizens, who have served the organization actively over a period of 8 years and, who after this tenure, are nominated to be made an Honorary Board member by the Executive Committee and Nominating Committee elected as such by the Board of Directors. The nominated individual shall be presented at the annual meeting of the Board in January and 100% approval by secret ballot is necessary for election.

1. Honorary Board members may serve as officer for the Board if elected.
2. Honorary Board members have a valid vote to be counted.

All Special Board Members shall be those appointed to serve on the Board of Directors by the City Council or City Manager of the municipality that have enforceable signed contracts with the SPCA.

1. Each city through either its City Council or City Manager may appoint one representative to serve as a Special Board member.
2. The term of the Special Board member is to be one year only unless re-appointed in accordance with 1 above.
3. Special Board members shall serve in an advisory capacity only and shall not have a vote.
4. Special Board members shall be appointed to serve on a committee and shall be governed by existing By-Laws.

Any Regular and Honorary members of the Board of Directors may be removed from his or her office as such with or without cause upon recommendation of either the Executive or Nominating Committee and upon a vote of 2/3 or more of the Board members present at the meeting at which the issue is presented; provided, however, that notice of any meeting at which the issue of the removal of a director will be raised shall be provided to all members of the Board of Directors in writing mailed by the Secretary at least one month in advance of the meeting, and at least 12 members of the Board must be in attendance at such meeting."

- III. No members of this corporation have voting rights and the Board of Directors of this corporation met on the 24th day of May, 1983, and by a vote of more than two-thirds (2/3) of the directors in office approved the amendments contained herein.

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

RICHMOND, June 28, 1983

The accompanying articles having been delivered to the State Corporation Commission on behalf of

PENINSULA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS, INC.

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in this office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the Clerk of the Circuit Court, City of Newport News.

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.
Commissioner

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ARTICLES OF AMENDMENT OF THE ARTICLES OF
INCORPORATION OF THE PENINSULA SOCIETY FOR
THE PREVENTION OF CRUELTY TO ANIMALS, INC.
(hereinafter referred to as SPCA)

On the 12th day of May, 1981 the entire Board of Directors of the Corporation found that the following proposed amendments of it's Articles of Incorporation were in the best interests of the Corporation and directed that they be submitted to a vote of the membership having the right to vote on Amendments:

1. Amend Article II to read "The membership of the corporation shall be all persons who contribute less than \$100.00 at any one time to the corporation. Said parties' membership shall be for a period of twelve (12) months from the date of their last contribution. The membership shall also consist of all persons who make a single contribution at any one time of \$100.00 or more, and their membership shall be for the duration of the contributor's life. The members of the corporation shall not have voting rights of any kind"

2. Amend Article II to read "The property affairs and business of the corporation shall be managed by a board of directors composed of 21 regular members, plus Honorary Board Members and Special Board members as set forth below.

The directors of the corporation shall be elected by a majority vote of existing board members. Regular members of the Board of Directors shall serve for life or until resignation. Honorary Board members serve for life or until resignation or removal. Special Board members shall serve for a period of one year from the date of their election unless by resignation or removal.

All Honorary Board Members shall be an outstanding citizen or citizens, who has served the organization actively over a period of 8 years and, who after this tenure, may be recommended to be made an Honorary Board Member by the existing Executive Committee, Nominating Committee and the Board Members. The Individual shall be presented at the annual meeting in January and 100% approval by secret ballot is necessary for election.

1. Honorary Board Members may serve as officer for the Board if elected.
2. Honorary Board Members have a valid vote to be counted.
3. Honorary Board Members may be removed from their positions by recommendation by the existing Executive Committee, Nominating Committee and Board Members at any time during the year.
4. If the Honorary Board Member objects to removal from status, he may request the President to call a special membership meeting and the membership meeting will follow Section 3, subsection D.

All Special Board Members shall be those appointed to serve on the Board of Directors by the city councils or city manager of the municipality that have enforceable signed contracts with the SPCA.

1. Each city through either its city council or city manager may appoint one representative to serve as a Special Board member.
2. The term of the Special Board member is to be one year only unless re-appointed in accordance with 1 above.
3. Special Board Members have a valid vote to be counted.
4. Special Board Members shall be appointed to serve on a committee and shall be governed by existing By-Laws.


Any member of the Board of Directors may be removed from his or her office as such with or without cause by a vote of 20 sitting board members in favor of such removal.

On the 12th day of May, 1981, at a special board meeting with proper notice given the proposed amendments to the Articles of Incorporation were unanimously approved by the Board of Directors, found to be in the best interest of the Corporation and directed to be submitted to a vote of the membership.

Subsequently, once a week for 2 successive weeks from June 2, 1981 and June 8, 1981, proper statutory no-

tice of a special meeting of the membership to be held on July 7, 1981 for the purpose of proposing an amendment to the Articles of Incorporation, was published in the Daily Press, a newspaper published in the city of the registered office of the corporation having general concentration therein and otherwise as per statutory requirements.

On the 7th day of July 1981, a quorum being present at a properly called meeting of the membership, the proposed amendments were adopted upon receiving a unanimous vote of the votes entitled to be cast by the members present.



Secretary

Dated: July 15, 1981



President

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,

July 28, 1981

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Peninsula Society for the Prevention of Cruelty to Animals, Inc.

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court, City of Hampton

STATE CORPORATION COMMISSION

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By

Commissioner

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ARTICLES OF AMENDMENT

of the Articles of Incorporation of

PENINSULA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS, INC.

On September 17, 1980, in a meeting, the board of directors of the corporation found that the following proposed amendment of its articles of incorporation was in the best interests of the corporation and directed that it be submitted to a vote of the members having the right to vote on amendments:

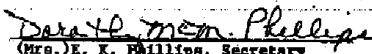
Add as Paragraph 7: "In the event of dissolution the assets of this corporation remaining after the payment of all outstanding liabilities shall be transferred to one or more non-profit organizations operating for substantially similar purposes and exempt from Federal Income Tax under the provisions of Section 501 (c) (3) of the Internal Revenue Code or future amendments thereto or to a Federal, State or local Government body to be used exclusively for public purposes."

On September 17, 1980, being not less than twenty-five (25) days nor more than fifty (50) days before the meeting of the members to act upon the proposed amendment, written notice of the meeting was given personally or by mail to each member entitled to vote on the proposed amendment. The notice stated the place, day and hour of the meeting and the purpose or purposes for which it was called, and was accompanied by a copy of the proposed amendment.

On October 23, 1980, a quorum being present, a meeting of the members was held and the proposed amendment was adopted by receiving more than two thirds of the votes entitled to be cast by members present or represented by proxy at the meeting.

Dated: October 23, 1980


Sarah E. Forbes, President


(Mrs.) E. K. Phillips, Secretary
Dorothy McM. Phillips

STATE OF VIRGINIA

City of Newport News, to-wit:

I, Margaret D. Hickman, a Notary Public, in and for the City and State aforesaid, whose commission expires on the 10th day of October, 1982, do hereby certify that Sarah E. Forbes and Dorothy McM. Phillips, whose names are signed to the foregoing document dated October 23, 1980, have acknowledged the same before me in my City and State aforesaid.

Given under my hand this 23rd day of October, 1980.


Notary Public

I was commissioned Margaret D. Hickman

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,

November 17, 1980

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Peninsula Society for the Prevention of Cruelty to
Animals, Inc.

and the Commission having found that the articles comply with the requirements of law and that all required fees
have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and
that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions
and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the
office of the clerk of the Circuit Court, City of Hampton

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court, City of Hampton

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 24th
day of November 1980 and is now returned to the State Corporation Commission by certified mail.

[Signature]
Clerk

ARTICLES OF INCORPORATION

BOOK

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OF

PENINSULA SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS, INC.

We hereby associate to form a non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia and to that end, set forth the following:

1. The name of the corporation is:

Peninsula Society for the Prevention of Cruelty to Animals, Inc.

2. The purpose of the corporation is to provide shelter, care and protection of animals; to act as a placement agency for animals in good health; to provide education for the humane care and treatment of animals and to prevent cruelty to animals, and to end the lives of unplaceable animals in a humane manner, all within the meaning of § 501 (c) (3) of the Internal Revenue Code, and the corporation shall have all powers authorized by the "Virginia Non-Stock Corporation Act."

3. Members of the corporation shall be those who have donated money, goods or services to the Peninsula Society for the Prevention of Cruelty to Animals, Inc. and all members shall have the right to vote at any membership meeting.

4. The directors of the corporation are to be elected at the annual membership meeting for three-year terms.

5. The post office address of the initial registered office is 5 East Queen Street, Hampton, Virginia, 23669. The name of the city in which the initial registered office is located is the City of Hampton, Virginia. The name of the initial registered agent is W. Stephen Moore who is a resident of

80085-0206

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND,
September 3, 1976

The accompanying articles having been delivered to the State Corporation Commission on behalf of

Peninsula Society for the Prevention of
Cruelty to Animals, Inc.

and the Commission having found that the articles comply with the requirements of law and that all required fees
have been paid, it is

ORDERED that this CERTIFICATE OF INCORPORATION

be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and
that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions
and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the
office of the clerk of the Circuit Court City of Hampton

STATE CORPORATION COMMISSION

By

Thomas P. H. [Signature]
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court City of Hampton

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 13th
day of September 1976 and is now returned to the State Corporation Commission by certified mail.

C. J. [Signature]
Clerk