



## **Miss Gabriel Foundation**

An Oregon Non-profit Public Benefit Corporation

# **ARTICLES OF INCORPORATION**

## **ARTICLE I**

### **NAME**

#### **1.01 Name**

The name of this corporation shall be Miss Gabriel Foundation. The business of the corporation may be conducted as Miss Gabriel Foundation or Miss Gabby Foundation.

## **ARTICLE II**

### **DURATION**

#### **2.01 Duration**

The period of duration of the corporation is perpetual.

## **ARTICLE III**

### **PURPOSE**

### **3.01 Purpose**

Miss Gabriel Foundation is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Miss Gabriel Foundation's purpose is to address, educate, coordinate, and provide aid and relief to rescued animals specializing in severely neglected dogs needing a place to be rehabilitated on a local level.

At the Miss Gabriel Foundation our mission is to give severely neglected dogs a place to heal and recover from the physical and emotional damage caused by severe neglect. This will be done through constant love, care and the healing power of a stable accepting pack.

We want severely neglected dogs who may otherwise be euthanized to get a second chance at life. To become the dog they always should have been and get adopted into a loving forever home.

We will provide 24 hour care under the medical treatment plan by a licensed veterinarian, with reevaluation as needed. The dogs will be rehabilitated in a safe peaceful forest setting with room to wander, explore and have fun.

We provide education by being transparent of all the medical needs of these very sick animals. We will be providing all the information and treatment with public venues as well as utilizing social media channels and the corporation's website to provide facts and treatment, so as long as there is not an open criminal investigation on the animal.

Our programs include holding fundraising events in order to provide immediate relief and assistance to these animals who are suffering from neglect or abuse.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for rehabilitation and charitable purposes.

At times, per the discretion of the board of directors, we may provide volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

### **3.02 Public Benefit**

Miss Gabriel Foundation is designated as a public benefit corporation.

## **ARTICLE IV**

### **NON-PROFIT NATURE**

#### **4.01 Non-profit Nature**

Miss Gabriel Foundation is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Miss Gabriel Foundation shall inure to the benefit of, 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 and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Miss Gabriel Foundation is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of Miss Gabriel Foundation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of the Miss Gabriel Foundation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Miss Gabriel Foundation hereunder shall be selected by the discretion of a majority of the managing body of the Miss Gabriel Foundation and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction

against the Miss Gabriel Foundation by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Oregon.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Oregon to be added to the general fund.

#### **4.03 Prohibited Distributions**

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

#### **4.04 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.05 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

#### **5.01 Governance**

Miss Gabriel Foundation shall be governed by its board of directors.

## **5.02 Initial Directors**

The initial directors of the corporation shall be Kimberly M Howell, Paul D Howell and Christa C Howell.

# **ARTICLE VI**

## **MEMBERSHIP**

### **6.01 Membership**

Miss Gabriel Foundation shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

# **ARTICLE VII**

## **AMENDMENTS**

### **7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

# **ARTICLE VIII**

## **ADDRESSES OF THE CORPORATION**

### **8.01 Corporate Address**

The physical address of the corporation is:

Kimberly Howell

**CONFIDENTIAL**

Rogue River, Oregon, 97537

The mailing address of the corporation is:

Miss Gabriel Foundation

**CONFIDENTIAL**

Rogue River, Oregon, 97537

# **ARTICLE IX**

## **Appointment of registered agent**

### 9.01 Registered Agent

The registered agent of the corporation shall be:

Kimberly M Howell

**CONFIDENTIAL**

Rogue River, Oregon, 97537

## ARTICLE X

### INCORPORATOR

The incorporators of the corporation are as follow:

Kimberly M Howell

**CONFIDENTIAL**

Rogue River, Oregon, 97537

## Certificate of Adoption of Articles of Incorporation

I, the undersigned, do hereby certify that the above stated Articles of Incorporation of Miss Gabriel Foundation were approved by the board of directors on 09/16/2015 and constitute a complete copy of Articles of Incorporation of the Miss Gabriel Foundation.

Names, addresses and signatures of the directors and incorporators.

Kimberly Howell

**CONFIDENTIAL**

Rogue River, Oregon, 97537

Signature:   
Kimberly M Howell, President/Incorporator

Paul Howell

**CONFIDENTIAL**

Rogue River, Oregon, 97537

Signature:   
Paul D Howell, Vice President

Christa Howell

**CONFIDENTIAL**

Rogue River, Oregon, 97537

Signature:   
Christa C Howell, Secretary

### Acknowledgment of consent to appointment as registered agent

I, Kimberly M Howell, agree to be the registered agent for Miss Gabriel Foundation as appointed herein.

Signature: Kimberly M Howell  
Kimberly M Howell, Registered Agent

Date: 09/16/2015