

CERTIFICATE OF INCORPORATION
of
THE NORWEGIAN ELKHOUND ASSOCIATION OF AMERICA, INC.

FIRST: The name of the corporation is The Norwegian Elkhound Association of America, Inc.

SECOND: Its registered office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its registered agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business or objects or purposes to be conducted, promoted or carried on by the corporation are:

- a) To encourage and promote the quality breeding of pure-bred Norwegian Elkhounds, doing everything possible to bring to perfection their natural qualities;
- b) To urge members, breeders and judges to accept the Standard for the Breed as approved by the American Kennel Club as the only standard of excellence by which Norwegian Elkhounds shall be judged;
- c) To do everything in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, sanctioned matches, specialty shows and obedience trials;
- d) To conduct dog shows, sanctioned matches, specialty shows and obedience trials under the rules of the American Kennel Club and to support the entry of Norwegian Elkhounds at such all-breed shows as the corporation shall from time to time determine.
- e) In general, to carry on any other business in connection with any of the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware as now in force and acts amendatory thereof and supplemental thereto, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.
- f) Each of the objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this Certificate of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes; and the enumeration of specific objects and purposes shall not be construed to exclude or in any way limit by inference any objects or purposes which this Corporation is empowered to exercise, whether expressly by force of the laws of the State of Delaware, now or hereafter in effect, or impliedly by any reasonable construction of said law.

FOURTH: The corporation is not organized for profit and shall not be conducted or operated for profit. The corporation does not have authority to issue capital stock.

FIFTH: The conditions of membership, including membership dues and the methods by which new members shall be selected by the corporation, are contained in the By-Laws of the corporation. Each member in good standing at the date upon which this Certificate of Incorporation shall become effective of the Norwegian Elkhound Association of America, a non-profit unincorporated association, shall be a member of the corporation, subject to the conditions imposed by the By-Laws of the corporation.

SIXTH: The name and mailing address of each incorporator is as follows:

| NAMES | MAILING ADDRESS |
|-------------------------|--|
| <u>F. J. Obara, Jr.</u> | <u>100 West Tenth Street, Wilmington, Delaware 19801</u> |
| <u>W. J. Reif</u> | <u>100 West Tenth Street, Wilmington, Delaware 19801</u> |
| <u>R. F. Andrews</u> | <u>100 West Tenth Street, Wilmington, Delaware 19801</u> |

SEVENTH: The powers of the incorporators are to terminate upon the filing of this Certificate of Incorporation. The names and places of residence of the persons who are to serve as directors of the corporation until the next Annual Meeting of the corporation or until their successors are elected and qualified are as follows:

| NAMES | RESIDENCES |
|-------------------------|---|
| <u>Thomas N. Braley</u> | <u>1311 Foothill Blvd., Santa Anna, CA 92705</u> |
| <u>Sylvia Sizemore</u> | <u>10604 Vale Rd., Oakton, VA 22174</u> |
| <u>Trudy Peck</u> | <u>1952 Irvine Blvd., Tustin, CA 92680</u> |
| <u>Dennis Schuman</u> | <u>8007 Arrowhead, Houston, Texas 77034</u> |
| <u>Nancy Smith</u> | <u>P.O. Box 178, Orland Park, Ill. 60462</u> |
| <u>Judy Keenan</u> | <u>Rte. #3, Box 3550, Gig Harbor, Wash. 98335</u> |
| <u>Doris Phillips</u> | <u>Elkins, New Hampshire 03233</u> |

EIGHTH: The corporation is to have perpetual existence.

NINTH: The corporation reserves the right to amend, alter or repeal any provisions contained in this Certificate of Incorporation of Delaware and the By-Laws of the corporation, and all rights and powers conferred on the Board of Directors and members herein are granted subject to this reservation. The power to make, alter or repeal by-laws shall be in the members and may be exercised in the manner provided therein. No amendment to this Certificate of Incorporation or to the By-Laws of the Corporation shall become effective unless and until it has been approved by the American Kernel Club.

TENTH: The members and the directors shall have power to hold their corporative meetings and to keep the books, documents and papers of the corporation outside of the State of Delaware, and to have one or more offices within or without the State of Delaware, at such places as may be from time to time designated by the By-Laws or by resolution of the members or directors, except as otherwise required by the laws of Delaware.

ELEVENTH: At the Annual Meeting of the members of the corporation and at any Special Meetings thereof a quorum shall be 10% of members in good standing. Each local specialty club shall count as one member and shall be entitled to cast its vote(s) by an accredited representative. Cumulative voting will not be allowed in the election of directors. Voting by proxy will not be permitted at the Annual Meeting of the members of the corporation or at any Special Meeting thereof, but voting by mail ballot shall be permitted to the extent and in the manner provided in the By-Laws of the corporation.

TWELFTH: The Board of Directors may conduct its business by mail through the Recording Secretary. The Board may conduct its business by telephone conference provided all members of the Board are notified of the proposed business and all actions taken are ratified by mail vote within 21 days by a majority of the Board. The officers and directors of the corporation shall serve without financial remuneration of any kind, except that the Board of Directors may provide for reimbursement and indemnification of expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are actually and reasonably incurred by an officer, director, employee or agent of the corporation by reason of the fact that he was or is such officer, director, employee or agent. The provisions of the foregoing sentence shall be in addition to the powers of indemnification given to the corporation by the laws of the State of Delaware.

THIRTEENTH: The private property of the members of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

FOURTEENTH: If any term or provision of this Certificate of Incorporation is contrary to law or otherwise invalid or unenforceable, it shall be deemed stricken herefrom and the remaining terms and provisions shall not be affected thereby but each such remaining term and provision shall be given effect to the fullest extent permitted by law.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to Chapter 1 of Title 8 of The Delaware Code, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 9th day of February, 1977.

[signature] _____
F.J. Obara, Jr.

[signature] _____
W.J. Reif

[signature] _____
R.F. Andrews