

ARTICLES OF INCORPORATION OF NORTH AMERICAN LLEWELLIN BREEDERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned have associated themselves together for the purpose of forming a nonprofit and eleemosynary corporation for the purposes below stated:

ARTICLE I - NAME

The name of the association shall be: NORTH AMERICAN LLEWELLIN BREEDERS ASSOCIATION, INC., herein after known as "NALBA".

ARTICLE II - DURATION

The existence of this corporation shall be perpetual.

ARTICLE III – PURPOSE

Section I

To perpetuate and extend the purity and values of that blood-line of dogs known as the "Llewelin Setter", as registered in the Field Dog Stud Book of the American Field: To restore and perpetuate wild Upland Game Birds on the North American Continent: to promote, carry on, conduct and foster research, education, training and publication in ornithological sciences, to make studies with reference to the enhancement of knowledge concerning Upland Game Birds of the North American Continent; to establish, promote, assist, contribute to or otherwise encourage the study of conservation, restoration and management of Upland Game Birds and their habitats; and by promoting regulating, controlling, advising and conducting field trials on upland Game Birds,

Section 2. The association is authorized to take and hold by bequest, devise, gift, purchase or lease absolutely or in trust for any of its purposes, any property, real or personal without limitation as to amount or value, to transfer and convey the same and to invest and reinvest the principal and income thereof and to deal with and expand the principal and income of the corporation in such manner as in the judgment of the Directors will best promote its object; and in order properly to prosecute the objects and purposes set forth, and otherwise acquire, hold mortgage, convey title otherwise dispose of all kinds of property, both real and personal, and generally to perform all acts which may be deemed necessary for the proper and successful prosecution of the objects and purposes for which it is created.

Section 3. And the doing of any and all things necessary and incidental to the foregoing purposes; generally to do any and all things permitted by law for a corporation not for profit, but under no circumstances will any personal or direct pecuniary gain or profit inure to the benefit of any member.

ARTICLE IV - STOCK

Section 1. This corporation shall have no capital stock and shall pay no dividends or salary to its incorporators or Board of Directors.

Section 2. This association is a nonprofit, nonpolitical, nonsectarian organization. No part of any net earnings shall inure to the benefit of any member or individual and no member, director, or officer of the corporation shall receive or be lawfully entitled to receive any profit of any kind from the operation thereof except reasonable compensation for service actually rendered in effecting one or more of its provisions.

ARTICLE V - POWERS

Section 1. The corporation shall not possess or exercise any power of authority, either expressly, by

interpretation, or by operation of law, that will prevent it at any time from qualifying and continuing to qualify the corporation described in Section 501 (c) (3) of the Internal Revenue code of 1954; nor shall it directly or indirectly engage in any activity which would cause the loss of such qualification

Section 2. No part of the assets or net earnings of the corporation shall ever be used, nor shall the corporation ever be organized-or operated for purposes that do not exclusively promote social welfare within the meaning of Section 501 (c) (3) of the code.

Section 3. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

Section 4. At no time shall the corporation engage in any activities, which are unlawful under the laws of the State of Florida, United States of America, or any other jurisdiction where its activities are carried on.

Section 5. No compensation, loan or other payment shall be paid any officer, board member, creator, organizer, or stockholder of the corporation or substantial contributor to it, except as reasonable allowances for authorized expenditures incurred on behalf of the corporation, no part of the assets, nor net earnings, current or accumulated, of the corporation shall ever be distributed to or divided among such persons or inure or be used for or accrue to or for the benefit of any such person or private individual.

ARTICLE VI - DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such charitable, educational, literary 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 1954 (26 U.S.C.s. 501 (c) (3), or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of a Director from any state or states that has a minimum of one (1) active member Breeder.

Section 2. The election of Directors shall be held at the national annual meeting of the members by a majority vote of the annual members present; voting in person or by proxy.

Section 3. In case of vacancy or temporary absence of any officer, the NALBA President may appoint a member of the Board to perform the duties of such officer during such vacancy or absence.

Section 4. Majority Members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 5. All matters which may be determined by the Board of Directors and any questions, motions or resolution upon which the President or Secretary may desire the decision of the Board when not in session, may be submitted to each Director of the Board in writing by mail and each Member of the Board, shall within ten days thereafter, file his decision or vote with the Secretary and a majority vote, except as set forth in Chapter 2, Article VIII, of the members of the Board shall determine all matters and questions so submitted, with the same force and effect as if determined at a meeting attended by the Members of the Board in person. The Secretary shall make and keep a permanent record of all questions submitted by mail

and of the vote of the Board Members thereon. The said Secretary will submit to each Member of the Board all arguments or evidence advanced for and against the question submitted to said Board by mail.

Section 6. The management of all the business and affairs of this corporation subject to its by-laws, shall be, and the same is hereby vested in the Board of Directors

ARTICLE VIII - CHANGES OF CONSTITUTION AND BY-LAWS

The constitution and the by-laws may be changed, amended or repealed only by a 2/3's vote of the Board at any regular meeting of the Board of Directors. In the notice of the meeting to the members, it shall be stated that the amendment, change or repeal may be acted upon. Notwithstanding anything to the contrary, all proposed rule changes submitted to the secretary for consideration at the national annual meeting shall be decided by a majority vote, All rule changes brought up from the floor at the national annual meeting will have to be passed by a 2/3's vote.

ARTICLE IX - DEBTS

Section 1. The property of the officers, directors and members of this corporation shall not be subject to or chargeable with the payment of any debts or obligations of the corporation, to any extent whatsoever.

Section 2. In addition, no officer or director shall be authorized or empowered to enter into any indebtedness on behalf of the North American Llewelin Breeders Association, inc.(NALBA): nor shall the NALBA be obligated to sign an power of indebtedness unless the indebtedness is specially authorized by the majority vote of a quorum of the Board of Directors.

ARTICLE XI - RIGHTS

The rights herein conferred are to be in addition to and not in derogation of the rights conferred upon benevolent and mutual benefit associations under the provisions of the laws of the State of Florida.

ARTICLE XII- NALBA GUIDELINES FOR RESPONSIBLE BREEDERS & OWNERS

These guidelines are established in accordance with the objective of the NALBA and are intended to protect and advance the Llewelin Setter by maintaining high breed standard, responsible breed ownership, integrity in dealing with purchasers of animals and good sportsmanship at all dog events. The NALBA Board has reviewed, revised and approved these guidelines at the **October 29,2005** annual NALBA Board Meeting.

HEALTH:

Maintain high standards of canine health, including cleanliness of facilities, veterinary care, and socialization of dogs.

BREEDING:

- (1) Breed only with the intention of maintaining the conformation and performance standards of the breed.
- (2) Breed only healthy, mature dogs and bitches of good temperament and qualities.
- (3) Not breed dogs with known or apparent hereditary defects or disqualifying faults.
- (4) Refuse stud service to any bitch which is obviously inferior in quality or temperament or not registered with the FDSB

(5) Maintain complete records of all breeding and resulting progeny per FDSB Rules Applying to Registrations.

SALES:

- (1) Not sell or consign puppies or adult dogs to pet shops, brokers, or commercial dealers.
- (2) Honestly evaluate the quality of each Llewelin sold, fairly representing field potential, its possible faults, and make the buyer aware of the distinction between pet type and field quality.
- (3) Not release any puppies before they are seven weeks of age.
- (4) Furnish buyer with a FDSB registration application, medical and immunization records, a feeding schedule and general care instruction.
- (5) Screen prospective buyers to assure that puppies will have the proper home environment.
- (6) Encourage purchasers of pet-type puppies, or those not to be used for breeding, to spay/neuter the animal at the earliest age suggested by their veterinarians.
- (7) Not misrepresent, in an advertisement, any dog or puppy for sale, or include misleading information regarding the background or potential of the animal.
- (8) Provide the purchaser with a written contract offering to refund the purchase price or replace any puppy which develops a genetic defect within the first 36 month of the life of the dog, if the owner no longer can or wants to keep the dog, the breeder must be contacted for assistance in the placement of said dog.
- (9) Assist in the placement of any dog sired by my stud dog whose breeder of record has sidestepped his/her responsibility to said dog.
- (10) Follow up on puppies after the sale to insure their continuing care and to encourage the owners to participate in Llewelin activities such as field trials, and to encourage associate membership in NALBA.

SPORTSMANSHIP.

Conduct himself/herself at all times in a manner which will reflect credit on the NALBA and the sport of purebred dogs, regardless of the location or circumstances.

ARTICLE XIII - INCORPORATORS AND AGENT

The incorporator of the North American Llewelin Breeders Association, Inc., is:

Deane F. Harris
6484 SW 60th Way
Jasper, FL 2052

The Initial address for the corporation will be: 6484 SW 60th Way. Jasper. FL 32052

Designated registered agent for the corporation is:

Deane F Harris 6484 SW 69th Way Jasper, FL 32052 State of Florida, County of Hamilton

BE IT REMEMBERED that on this day came before me, the undersigned, a Notary Public, within and for the County aforesaid, duly commissioned and acting Deane F Harris, to me well known and stated that he had executed the above and foregoing Articles of Incorporation for the purpose therein mentioned and set forth.

Witness by hand and seal as such Notary Public, this the twenty ninth day of October, 2005

Notary Public:

My commission expires: