

FILED

**CORPORATE CHARTER
OF
GREYHOUND PETS OF AMERICA / NASHVILLE**

Pursuant to the provisions of Title 48, Chapters 51-68, of the Tennessee Code Annotated, the undersigned executes the following Articles:

ARTICLE I.

The name of the corporation is Greyhound Pets of America /Nashville, a Corporation, not for profit, referred to below as the "Corporation." The principal office of the Corporation shall be located at 201 Neptune Dr. Hendersonville, Sumner County, Tennessee, 37075, and the registered agent at that office is Sharron B. Lane.

ARTICLE II.

The Corporation is a public benefit corporation within the meaning of Tennessee Code Annotated §§ 48-52-101 et seq.

ARTICLE III.

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the United States Internal Revenue Code, and its regulations, as they now exist and may hereafter be amended.

In accordance therewith, the objectives and purposes of the Corporation, consistent with those adopted by Greyhound Pets of America, a California nonprofit public benefit corporation, are: a) To find responsible loving homes for Greyhounds which fail to qualify, or no longer qualify for the racetrack; b) to acquaint the public with the desirability of Greyhounds as companion animals; c) to inform the public of the availability of these dogs for adoption; and d) to work for the continued well being of racing Greyhounds.

ARTICLE IV.

The corporation is organized upon a Nonstock basis.

ARTICLE V.

The Corporation shall have no members and shall be governed on a directorate basis.

ARTICLE VI.

The name and address of the incorporator is as follows:
Sharron Lane, 201 Neptune Dr., Hendersonville, TN 37075

ARTICLE VII.

The period of duration of the Corporation shall be perpetual.

ARTICLE VIII.

The Corporation and its Officers and Directors shall have, subject to the provisions of these Articles and the Bylaws of the Corporation, all powers now or hereafter conferred upon nonprofit corporations by the laws of the State of Tennessee.

ARTICLE IX.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, if any, trustees, officers, or any 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 Article III hereof. 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 distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time, or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code of 1986, as may be amended from time to time. Upon dissolution, the Corporation shall, after paying or making provisions for payment of all the liabilities of the organization, dispose of all assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations, under 501(c)(3) of the Internal Revenue Code, as may be amended from time to time, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Board exclusively to such organization or organizations as said Court shall determine qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, and as a nonprofit corporation(s) under the laws of the State of Tennessee.

ARTICLE X.

The number of the initial directors of the Corporation shall be five (5). The number of directors shall henceforth be determined by the Corporate Bylaws and may be changed as provided in the Bylaws to any number not less than three. The names and addresses of the persons who shall serve as initial directors are:

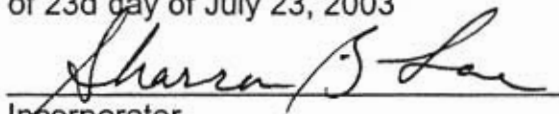
Susan Drye, 806 West Cynthia Trail, Goodlettsville, TN 37072
Judi Maxson, 111 Ballentrae Ct., Hendersonville, TN 37075

Sharron Lane, 201 Neptune Dr., Hendersonville, TN 37075
Pamela Neiman, 806 Meadow Lark Lane, Goodlettsville, TN 37072
Kent Hiday, 806 Meadow Lark Lane, Goodlettsville, TN 37072
Ramona Grove, 1414 Mohawk Trail, Madison, TN 37115
Carol Macherey, 5940 Abbot Dr., Nashville, TN 37211

ARTICLE XI.

A Director shall have no liability to the Corporation or its members, if any, for monetary damages for conduct as a trustee, except for acts or omissions that involve a breach of the director's duty of loyalty to the Corporation or its members, if any, or for acts or omissions not in good faith or which involve intentional misconduct by the director, or a knowing violation of law by the director, or for any transaction from which the trustee will personally receive a benefit in money, property or services to which the trustee is not legally entitled. If the Tennessee Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of trustees, then the liability of a trustee shall be eliminated or limited to the full extent permitted by the Tennessee Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a trustee of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such trustee occurring prior to such repeal or modification.

IN WITNESS WHEREOF, the incorporator has signed this Corporate Charter on this day of 23d day of July 23, 2003



Incorporator
Sharron B. Lane
201 Neptune Dr.
Hendersonville, TN 37075