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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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KEVIN L. POWERS
489 SW College Park Road
Port St. Lucie, FL 34953

September 14, 2009

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of Kitty-Cat Homefinders, Inc.

Ladies and Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the Kitty-Cat Homefinders, Inc. and a check for \$87.50 to cover all fees, certified copy and certificate charges. Please send these items to the registered agent:

Cheryl A. Powers
489 SW College Park Road
Port St. Lucie, FL 34953
Telephone: 561 352-0485

Respectfully,

A handwritten signature in black ink, appearing to be 'K. L. Powers', with a long horizontal line extending to the right.

Kevin L. Powers
Vice President and Incorporator

/klp
Enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF INCORPORATION

OF

KITTY-CAT HOMEFINDERS, INC.

The undersigned Incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a not-for-profit corporation, without stock, under Chapter 617 of the Laws of the State of Florida.

ARTICLE I – NAME AND FEDERAL IDENTIFICATION NUMBER

The name of this Corporation shall be the "Kitty-Cat Homefinders, Inc."

The federal employer identification number for this corporation is 27-0898389.

ARTICLE II – LIFE OF CORPORATION

This Corporation shall begin with the execution of these Articles and shall exist perpetually.

ARTICLE III – PURPOSE

The purpose of this Corporation is to conduct operations exclusively for charitable and educational purposes as permitted under Section 501(c)(3) of the Internal Revenue Code. This shall include primarily the rescue, rehabilitation and adoptions of cats as well as making distributions for such purposes to other organizations that may qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of future federal tax code.

ARTICLE IV – PRINCIPAL PLACE OF BUSINESS

The initial street and mailing address for the principal place of business of this Corporation is :

489 SW College Park Road, Port St. Lucie, FL 34953

ARTICLE V – REGISTERED AGENT

The name and address of the initial registered agent for this Corporation is:

CHERYL A. POWERS, 489 SW College Park Road, Port St. Lucie, FL 34953

ARTICLE VI – INITIAL BOARD OF DIRECTORS

The Initial Board of Directors of the Corporation shall consist of three (3) directors. The number of directors may be increased or decreased from time to time by the members, but shall never be less than three (3). The manner of electing directors shall be provided by the Bylaws of the Corporation. The

names and addresses of the persons who shall serve as Directors until the first annual meeting of the members, or until successors have been elected and qualified, are as follows:

CHERYL A. POWERS
489 SW College Park Road
Port St. Lucie, FL 34953

KEVIN L. POWERS
489 SW College Park Road
Port St. Lucie, FL 34953

MARCELLA J. SUMMERS
Blair Tower
1600 8th Avenue, Unit 514
Altoona, PA 16602

ARTICLE VII – Corporate Officers

The officers of this Corporation shall be a president, vice president(s) and secretary. The manner of electing officers shall be provided by the Bylaws of the Corporation. The names and addresses of the persons who shall serve as officers of the Corporation until the first meeting of the Board of Directors or until successors have been elected and qualified, are as follows:

President

CHERYL A. POWERS
489 SW College Park Road
Port St. Lucie, FL 34953

Vice President

KEVIN L. POWERS
489 SW College Park Road
Port St. Lucie, FL 34953

Secretary

MARCELLA J. SUMMERS
Blair Tower
1600 8th Avenue, Unit 514
Altoona, PA 16602

ARTICLE VIII – Initial Incorporator

The name and address of the Initial Incorporator of this Corporation is Kevin L. Powers, 489 SW College Park Road, Port St. Lucie, FL 34953.

ARTICLE IX – Membership

The qualifications and terms of membership in the Corporation shall be provided in the Bylaws of the Corporation.

ARTICLE X – Prohibited Activities

No part of the activities of this Corporation shall be for the purpose of carrying on or the production of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements or other information. Notwithstanding any other provision of

these Articles, the Corporation shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or any corresponding provision of the Federal Internal Revenue Law) or (b) by a corporation, which receives contributions deductible under Section 170(c)(2) of the Internal Revenue Code (or any provision of any future internal revenue law).

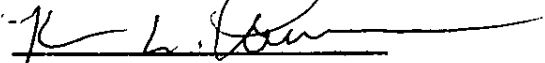
ARTICLE XI – Prohibition of Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors or other private persons, except that the corporation is empowered to pay reasonable compensation for services rendered and to make distributions in furtherance of the purposes set forth in Article III above. Notwithstanding the provisions above, no compensation shall be paid for any services rendered as a Director of this Corporation.

ARTICLE XII – Dissolution of Corporation and Distribution of Assets

In the event of, and upon the dissolution of the Corporation, the Board of Directors shall, after paying, or making provision for the payment of all liabilities of this Corporation, distribute all assets of the Corporation exclusively for the purposes set forth in Article II hereof. Residual assets shall be distributed to an organization, or organizations, organized and operated exclusively for charitable, education, religious or scientific purposes as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or any corresponding provision of any future federal revenue law) or to the federal government or any state or local government unit for a public purpose as the Board of Directors shall determine.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in the City of Port St. Lucie, St. Lucie County, Florida on this 23 day of September, 2009.


KEVIN L. POWERS

I hereby declare that I am familiar with and accept the duties and responsibilities of registered agent of this Corporation.

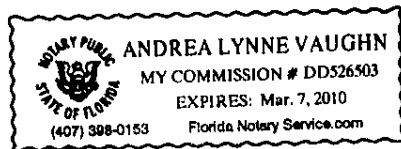

CHERYL A. POWERS

Kitty-Cat Homefinders, Inc.
Articles of Incorporation
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ST. LUCIE

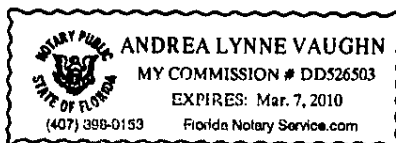
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the aforesaid State and County, to take acknowledgements, personally appeared KEVIN L. POWERS, to me known to be the person described in the foregoing Articles of Incorporation or who has provided identification.



Andrea Lynne Vaughn
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF ST. LUCIE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the aforesaid State and County, to take acknowledgements, personally appeared CHERYL A. POWERS, to me known to be the person described in the foregoing Articles of Incorporation or who has provided identification.



Andrea Lynne Vaughn
NOTARY PUBLIC