

Articles of Incorporation
General Not For-Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, Illinois 62756
217-782-9522

Articles of Incorporation

of

International Miniature Llama Federation, Inc.

To The Secretary of State of the State of Illinois:

I, the undersigned natural person of the age of eighteen (18) or over, acting as incorporator of a Not-for-Profit Corporation organized under the Illinois General Not-for-Profit Act of 1986, Illinois Compiled Statutes, 1992, Chapter 805, Act 105 hereby adopt the following Articles of Incorporation for such corporation:

Article I

1.1 The name of this corporation is:

International Miniature Llama Federation, Inc.

Article II
Registered Office, Registered Agent and effective date:

2.1 The Registered Agent of the Corporation is:

Names - Addresses & Signatures On File in Corporate Office

2.2 The Corporation shall be effective on January 1, 2010 or when these Articles are approved with the State of Illinois, Department of Business Services.

Article III
Objects and Purposes

3.1 The International Miniature Llama Federation (**IMLF**) has been created as an organization for the perpetuation of the Miniature Llama industry. The Federation has defined five specific areas needing to be addressed for the future of the Miniature Llama industry: Research, Education, Enhancement, Functionality and Representation, which includes **IMLF** Llama Certification. These are the key elements that will be focused on and encouraged with the **IMLF** and participation in this association.

3.1.a There has been very little professional **research** conducted in the infant stage of the Miniature Llama breed. Therefore, producers feel strongly that the time for this research is now at a vital and essential point;

3.1.b **Education** is the key to success. The Miniature Llama producers and owners agree that expanding education in regard to the attributes of the Miniature Llama is paramount to the success of its breeding program and development. Additionally, in order to promote the Miniature Llama, it is important to make the general public aware of the social and public relations aspects of the Miniature Llama;

3.1.c Professional guidelines by qualified Camelid veterinarians must be acquired, monitored and implemented for the improvement and augmentation of, not only the physical size of Miniature Llamas, but the anatomical structure and overall confirmation. The integrity to the breed must be maintained. In addition, the Miniature Llama breeders must do all they can to **enhance** the unique beauty and functionality of the fiber of Miniature Llamas;

3.1.d **Functionality** is an active social feature of the breed. Enhancing the Miniature Llama for presentation in the professional show ring, and the utilization of solid and uncompromised professional competition will only add to the overall value and appeal of the Miniature Llama;

3.1.e Finally, **representation** is the key to promotion. It will be through respectfully seeking and utilizing a qualified and forward approach to marketing procedures that will provide a solid return on the investments made in the Miniature Llama industry.

3.2 The **IMLF** emphasizes that accurate care of the Miniature Llama and its attributes will return the basic foundation and love of the animal back into an industry that is in need of fine tuning. Our focal point is the Miniature Llama: fabulous little creatures that bring great joy and unabridged love and trust to their owners.

Article IV Membership

4.1 This Corporation is organized on a *Non-Stock* basis. The qualifications which must be met to be a member of this Corporation are determined by the Bylaws of said Corporation.

Article V
Conduct of Business

- 5.1 The affairs of and business of the Corporation shall be managed and conducted by the Board of Directors. Members of the Board of Directors shall be fixed by the Bylaws.

Article VI
Nonliability/Indemnification

- 6.1 No Director, Officer, Employee or Member of the Corporation shall as such, be liable on its debts or obligations and no Director, Officer, Member or other Volunteer shall be personally liable as such, for any claim based upon an act or omission of such person performed in the discharge of such persons' duties except (1) for any breach of the duty of loyalty to the Corporation, (2) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (3) for any transgressions from which such person derive an improper personal benefit.
- 6.2 Except for any prohibition against indemnification specifically set forth in these Articles or in the Code of Law for the State of Illinois at the time indemnification is sought, this Corporation shall indemnify any person who is or was a Director, Officer, Employee, Member or Volunteer of this Corporation, or any such person who, while a Director, Officer, Employee, Member or Volunteer of this Corporation, is serving or has served, at the request of this Corporation, as a Director, Officer, Partner, Member, Manager, Trustee, Employee, or Agent of another Corporation, Partnership, Limited Liability Company, Joint

Venture, Trust, other Enterprise, or Employee Benefit Plan to the fullest extent possible, against expenses, including attorney fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his conduct as a Director, Officer, Employee, or Agent of such other Corporation, Partnership, Joint Venture, Trust, other Enterprise, or Employee Benefit Plan, except that the mandatory indemnification required by this sentence shall not apply (1) to a breach of such person's duty of loyalty to the Corporation, (2) for acts or omissions not in good faith or which involve intentional misconduct or knowing-violation of the law, or (3) for any transaction from which such person derived an improper personal benefit. The foregoing right of indemnification shall also inure to the benefit of any such indemnified person's heirs, executors, personal representatives, and administrators.

Article VII
Corporate Seal

- 7.1 The Corporation shall have a seal which shall be the official Seal of the *International Miniature Llama Federation, Inc.*
- 7.2 The Corporation may change the Official Seal as provided for in the Bylaws.

Article VIII
Corporation Period

- 8.1 The corporate period shall be *perpetual* unless the Corporation is sooner dissolved or terminated as otherwise provided by law.

Article IX
Bylaws

- 9.1 The Board of Directors of the Corporation may adopt Bylaws not inconsistent with these Articles.

Article X
Activities/Powers

- 10.1 No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to, its Members, Directors, Officers, or other private person, except that the Corporation shall be authorized and have power 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 or propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- 10.1.a Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by:
- 10.1.b A Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986(or the corresponding provision of any future United States Internal Revenue Law);

- 10.1.c A Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- 10.2 Except as otherwise provided herein, the Corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful purposes for which the Corporation may be organized under the provisions of the Illinois General Not-for-Profit Act of 1986, Illinois Compiled Statutes, 1992, Chapter 805, Act. 105.

Article XI
Dissolution

- 11.1 The property of this Corporation is irrevocably dedicated to Educational, Social, Research and Charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any Director, Officer, or Member thereof or to the benefit of any private individual, not withstanding provisions set forth in *Article III, Article X and Article XI* of these Articles and/or as provided for in the Bylaws of said Corporation.
- 11.2 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all remaining assets of the Corporation to an organization or organizations that qualify for tax exempt status under Section 501(c)(3) of the Code (or corresponding provisions of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the Illinois District Court in and for Knox County exclusively for such

purposes or to such organization or organizations as said Court shall determine qualify for tax exempt status under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), and in accordance as set forth in the Bylaws of this Corporation.

Article XII
Initial Directors

- 12.1 The initial Board of Directors shall be composed of no less than three (3) members. The name and address of the persons who are to serve as the initial Directors are:

Names - Addresses & Signatures On File in Corporate Office

- 12.2 The number of Directors shall be fixed by the Bylaws of said Corporation but shall not according to the State of Illinois Statutes be less than three (3).

Article XIII
Incorporator

- 13.1 The name and address of the sole incorporator is:

Names - Addresses & Signatures On File in Corporate Office

Article XIV

- 14.1 These Articles may be amended in the manner authorized by the Laws of the State of Illinois at the time of the amendment.

Article XV
Federal Identification Number

15.1 The corporation's Federal Tax Identification number is applied for.

The undersigned incorporator does hereby declare, under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated this 6th day of January 2010

Names - Addresses & Signatures On File in Corporate Office