

EXHIBIT E

DC-08

140408000675

CERTIFICATE OF INCORPORATION

OF
RESCUE DOGS RESCUE SOLDIERS CORP.
Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, being a natural person over eighteen (18) years of age, for the purposes of forming a corporation pursuant to the provisions of the Not-for-Profit Corporation Law of the State of New York, does hereby certify:

1. The name of the Corporation is Rescue Dogs Rescue Soldiers Corp.
2. The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law and shall be a Type B corporation as the same is defined in Section 201 thereof.
3. The purpose for which the corporation is formed is
to rescue shelter dogs and train them to be service dogs for the disabled veterans of the Iraq and Afghanistan wars.
The corporation will carry out this purpose by providing funds for veterinary care for the dogs and assist in any way to maintain the bond between soldier and dog. The dogs will be selected from shelters, trained and placed with the soldier in need of assistance. Wounded and disabled veterans and shelter dogs will benefit from this.
4. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States internal revenue law, the "Code"), as amended. Subject to the limitations prescribed by statute and in furtherance of its corporate purposes, the Corporation shall have the following powers which shall not be deemed exclusive of any other powers provided for by law:

(a) Use or donate the whole or any part of the funds, securities, donations, pledges and property of every nature whatsoever and the income there from exclusively for charitable purposes;

(b) Do any and all acts and things, and to exercise any and all powers which may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of New York for the purpose of accomplishing any of the purposes of the Corporation.

(c) To conduct, engage, promote and/or assist in a campaign or campaigns, and any effort or efforts whatsoever, for the collection and raising of funds, and to solicit appeal for, and request monies, funds, securities, donations, pledge and property of every nature whatsoever, exclusively for charitable purposes;

(d) to solicit, collect, accept, hold, invest and reinvest, and administer any gifts, bequests, grants, contributions, benefits of trusts (but not to act as trustee of any trust) and powers of any sort, without limitation as to amount or value, from the public generally.

In addition, the Corporation shall have all the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, together with the powers to solicit grants and contributions for its corporate purposes, provided, however, that nothing contained herein shall authorize the Corporation to engage in, directly or indirectly, or include among its purposes, any of the activities mentioned in Section 404(a)-(w) of the Not-for-Profit Corporation Law.

5. The office of the Corporation is to be located in Otsego County, State of New York.

6. The names and post office addresses of the persons to be the Corporation's directors until its organizational meeting are:

<u>Name</u>	<u>Address</u>
Elizabeth V. Keller	1414 County Highway 50, Cherry Valley, NY 13320
Edward T. Brennan	56 Ellsworth Court, Red Bank, NJ 07701
Eva Synek	47164 State Highway 10, Delbi, NY 13753
Ryan J. Webster	822 Monroe Drive, Centerport NY 11721

7. The Corporation designates the Secretary of State of the State of New York as its agent upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process served upon him is as follows: 1414 County Highway 50, Cherry Valley, NY 13320

8. The following State and Federal Tax-exempt language is not a statement of purposes or powers:

(a) It is the intention of the Corporation to qualify and remain qualified as

an exempt organization exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future tax code. Accordingly:

(b) The Corporation is not formed for pecuniary profit or for financial gain and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers, or other 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 its purposes;

- (c) no substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC section 501(h)), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office;
- (d) Should for any period the Corporation be deemed to be a private foundation as defined in Section 509 of the Code:

- (i) the Corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under section 4942 of the Code;

- (ii) the Corporation shall not engage in any act of self-dealing which is subject to tax under section 4941 of the Code;

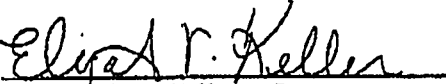
- (iii) the Corporation shall not retain any excess business holdings which are subject to tax under section 4943 of the Code;

- (iv) the Corporation shall not make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code;

- (v) the Corporation shall not make any taxable expenditures which are subject to tax under section 4945 of the Code;

- (e) In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC section 501(c)(3), or corresponding provisions of any subsequent federal tax laws, or to the federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York;
- (f) Nothing contained in this certificate shall authorize or empower the Corporation to perform or engage in any act or practice prohibited by Section 340 of the General Business Law, or other anti-monopoly statute, of the State of New York.

IN WITNESS WHEREOF, the undersigned incorporator has executed this certificate on the 24th Day of February 2014, and has affirmed that the statements made herein are true under the penalties of perjury.


Elizabeth V. Keller - Incorporator
1414 County Highway 50,
Cherry Valley, NY 13320

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OF

RESCUE DOGS RESCUE SOLDIERS CORP.

Under Section 402 of the Not-for-Profit Corporation Law

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 08 2014

TAX \$ _____

BY: Luc

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Filed By:
James G. Cushman, Esq.
15 Eaton Avenue
Norwich

NY 13815

D.C. -08

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ROUTINE

24 HOUR

SAME DAY

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