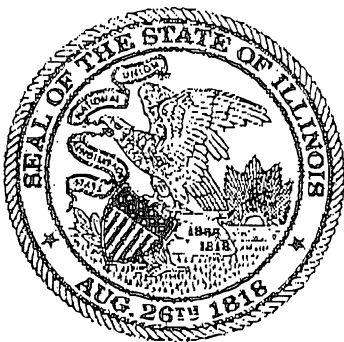


File Number 5834-848-1



*To all to whom these Presents Shall Come, Greeting:
 I, Jesse White, Secretary of State of the State of Illinois, do hereby
 certify that I am the keeper of the records of the Department of
 Business Services. I certify that*

THE FOREGOING AND HERETO ATTACHED IS A TRUE
 AND CORRECT COPY, CONSISTING OF 10 PAGES, AS TAKEN FROM THE
 ORIGINAL ON FILE IN THIS OFFICE FOR IRISH WATER SPANIEL CLUB OF
 AMERICA. *****



*In Testimony Whereof, I hereto set
 my hand and cause to be affixed the Great Seal of
 the State of Illinois, this 14TH
 day of NOVEMBER A.D. 2012*

Jesse White

File Number 5834-848-1

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF INCORPORATION OF
IRISH WATER SPANIEL CLUB OF AMERICA
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE
JANUARY 1, A.D. 1987.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 22ND day of MAY A.D. 19 95 and of the Independence of the United States the two hundred and 19TH.



George H Ryan

Secretary of State

NFP-102.10
(Rev. Jan. 1995)

ARTICLES OF INCORPORATION

(Do Not Write in This Space)

SUBMIT IN DUPLICATE

Payment must be made by Certified Check, Cashier's Check, Illinois Attorney's Check, Illinois C.P.A.'s Check or Money Order, payable to "Secretary of State."

DO NOT SEND CASH!

Date 5-22-95

Filing Fee \$50

Approved [Signature]

PAID



TO: GEORGE H. RYAN, Secretary of State

MAY 22 1995

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986," the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

Article 1. The name of the corporation is: IRISH WATER SPANIEL CLUB OF AMERICA

Article 2: The name and address of the initial registered agent and registered office are:

Registered Agent Sandra Ascot
First Name Middle Name Last Name
Registered Office 3609 N. Avers
Number Street (Do Not Use P.O. Box)
Chicago IL 60618 Cook
City Zip Code County

Article 3: The first Board of Directors shall be 5 in number, their names and residential addresses being as follows: (Not less than three)

Director's Names	Number	Street	Address City	State
<u>Susan Tapp</u>	<u>434</u>	<u>Webster Ave.</u>	<u>Washington Township</u>	<u>MI 07675</u>
<u>Bridget Kvarnlov</u>	<u>7001</u>	<u>Trenton Ln. No.</u>	<u>Maple Grove</u>	<u>MN 55369</u>
<u>Daniel Sayers</u>	<u>603 N.</u>	<u>4th St.</u>	<u>Philadelphia</u>	<u>PA 19123</u>
<u>Renee Peterson</u>	<u>24712 SE</u>	<u>380th</u>	<u>Enumclaw</u>	<u>WA 98022</u>
<u>Sandra Ascot</u>	<u>3609 N.</u>	<u>Avers</u>	<u>Chicago</u>	<u>IL 60618</u>

Article 4. The purposes for which the corporation is organized are:

(54)

A Social Club established to promote the general welfare of "Irish Water Spaniels", by doing all in our power to advance interest in this Breed.

To encourage sportmanslike competition at dog shows, field trials, obedience trials, and tracking tests.

The corporation shall be non-partisan, and no funds shall be used or subscribed for any political purpose, and no services shall be rendered for any individual member. No part of net earnings of the Corporation, any, nor any distribution of assets upon dissolutionshall inure to any

Is this corporation a Condominium Association as established under the Condominium Property Act? Yes No (Check one)

5834-848-1

Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? Yes No (Check one)

Is this a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? Yes No

Article 5. Other provisions (please use separate page):

5-17

Article 6. NAMES & ADDRESSES OF INCORPORATORS

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true. Dated January 15, 19 95.

Table with 2 columns: SIGNATURES AND NAMES, POST OFFICE ADDRESS. Contains 5 rows of incorporator information including names like Susan Tapp, Bridget Kvarnlov, Daniel Sayers, Renae Peterson, and Sandra Ascot, along with their respective addresses.

(Signatures must be in BLACK INK on original document. Carbon copy, xerox or rubber stamp signatures may only be used on the true copy.)

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.
• The registered agent cannot be the corporation itself.
• The registered agent may be an individual, resident in this State, or a domestic or foreign corporation, authorized to act as a registered agent.
• The registered office may be, but need not be, the same as its principal office.
• A corporation which is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors.

FOR INSERTS - USE WHITE PAPER - SIZE 8 1/2 x 11


Vertical text on the right side of the page including: File No., FORM NFP-102.10, ARTICLES OF INCORPORATION under the GENERAL NOT FOR PROFIT CORPORATION ACT of IRISH WATER SPANIEL CLUB OF AMERICA, FILED MAY 22 2008, GEORGE H. RYAN SECRETARY OF STATE, SECRETARY OF STATE DEPARTMENT OF BUSINESS SERVICES CORPORATION DIVISION SPRINGFIELD, ILLINOIS 62756 TELEPHONE (217) 782-9522 782-9523 (These Articles Must Be Executed and Filed in Duplicate), Filing Fee \$50 C-157.9

FORM NFP 110.30R (rev. Dec. 2003)
ARTICLES OF AMENDMENT
RESTATED ARTICLES
OF INCORPORATION
General Not For Profit Corporation Act


Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832
www.cyberdriveillinois.com

FILED
NOV 9 - 2012
JESSE WHITE
SECRETARY OF STATE

Remit payment in the form of a check or money order payable to the Secretary of State.

File # 58347481 Filing Fee: \$100.00 Approved: 

-----Submit in duplicate -----Type or Print clearly in black ink-----Do not write above this line-----

1. Corporate name (Note 1): Irish Water Spaniel Club of America, Inc.
2. Manner of adoption of amendment:
The following amendment to the Articles of Incorporation was adopted on November 7, 2012 in the manner indicated below (Check one only):
(Month, Day & Year)
 - By affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (Note 2)
 - By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45 (Note 3)
 - By members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation or the bylaws, in accordance with Section 110.20. (Note 4)
 - By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20. (Note 5)
- 3(a). List all provisions of the restated articles of incorporation that amend the existing articles of incorporation. (Attach additional pages if extra space is needed.)
Article 3. Board of Directors. 
Article 4. Puposos for the Corporation.
Article 5. Dissolution.
- 3(b). Text of the Restated Articles of Incorporation (Note 6)
(Attach additional pages if extra space is needed.)
See attached.

4. The undersigned corporation has caused these articles to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated

November 8th

2012

(Month & Day)

(Year)

Irish Water Spaniel Club of America, Inc.

(Exact Name of Corporation)

[Handwritten Signature]

(Any Authorized Officer's Signature)

R. James Rubin, President

(Print Name and Title)

5. If there are no duly authorized officers, then the persons designated under Section 101.10(b)(2) must sign below and print name and title.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____ (Month, Day & Year)

Signature

Print Name and Title

NOTES

Note 1: State the true and exact corporate name as it appears on the records of the Secretary of State, BEFORE any amendment herein reported.

Note 2: Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote pursuant to §110.15

Note 3: Director approval may be (1) by vote at a director's meeting (either annual or special) or (2) by consent, in writing, without a meeting.

Note 4: All amendments not adopted under Sec. 110.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the members approve the amendment.

Member approval may be (1) by vote at a members meeting (either annual or special) or (2) by consent, in writing, without a meeting.

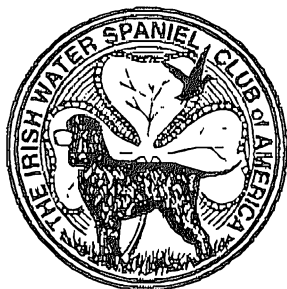
To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding members entitled to vote on the amendment, (but if class voting applies, then also at least a 2/3 vote within each class is required).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote and not less than a majority within each when class voting applies. (Sec. 110.20)

Note 5: When member approval is by written consent, all members must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)

Note 6: The text of the restated articles of incorporation must set forth the following:
(i) The date of incorporation, the name under which the corporation was incorporated, subsequent names, if any, that the corporation adopted pursuant to amendment of its articles of incorporation, and the effective date of any such amendments;
(ii) the address of the registered office and the name of the registered agent on the date of filing the restated articles of incorporation.

If the registered agent and/or registered office have changed, it will be necessary to accompany this document with form NFP 105.10.



IRISH WATER SPANIEL CLUB OF AMERICA, Inc.

*** Not-For-Profit***

Date of Incorporation: May 22, 1995

Illinois Secretary of State file number: 58348481

Last Annual Report filed: May 9, 2012

Restated Articles of Incorporation

Based on

Constitution and By-Laws Approved November 7, 2012

Article 1. The NAME of the corporation shall be the IRISH WATER SPANIEL CLUB OF AMERICA.

Article 2. Registered Agent last changed September 6, 2005:

Sandra L. Ascot
19755 Highway 113
Custer Park, IL 60481

Article 3. The current Board of Directors consists of seven (7) members. (An additional position has been approved for future implementation):

Name	Address	Office
R. James Rubin	PO Box 2511, Arlington, VA 22202	President
Helen Howard	1865 Woodlawn Rd, Covington, GA 30014	First Vice-President
Patricia A. Welch	1164 East Shore Dr, Ithaca, NY 14850	Second Vice-President
Sandra L. Ascot	19755 Highway 113, Custer Park, IL 60481	Treasurer
Emily Pikul	290A Wilbraham St, Palmer, MA 01069	Secretary
Jeremy Kezer	86 High St, Amesbury, MA 01913	Membership Chair
Evelyn Van Uden	2301 Lower Mountain Rd, Ransomville, NY 14131	AKC Delegate

Based on:

IWCSA CONSTITUTION & BY-LAWS 11/7/12

Page 1 of 3

Article 4. Purpose.

SECTION 1. The Corporation is organized and operated exclusively for the charitable, humane treatment of animals, support of scientific study & research and educational purposes within the meanings of Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code. The specific objectives shall be:

1. To promote the public's knowledge and appreciation of dogs in general and Irish Water Spaniels in particular;
2. To produce, publish, and distribute to the general public educational materials about the proper care, treatment, breeding, health, development and training of Irish Water Spaniels;
3. To support and promote study and research on the history, character, breeding, genetics and particular health problems of the Irish Water Spaniel;
4. To establish a National Data Base of resource materials about the Irish Water Spaniel;
5. To further understanding of the disease, defects, injuries and other ailments that afflict dogs in general and Irish Water Spaniels in particular;
6. To acknowledge and advance the critical role of an AKC recognized Parent Club in providing education, health research and support of rescue for the benefit of the general public, purebred dogs and Irish Water Spaniels in particular;
7. To conduct activities including sporting events, sanctioned matches, specialty shows, hunt and working certificate tests, obedience, agility and tracking trials, and other such activities and events as may be held under the rules of the American Kennel Club, in furtherance of the above purposes;
8. To otherwise preserve and protect the Irish Water Spaniel and to do all things possible to bring its natural qualities to light, including promoting regional activities and the establishment of local clubs and/or interest/study groups;
9. To urge members and breeders to abide by the AKC's Code of Good Sportsmanship and accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which the Irish Water Spaniels shall be judged.

SECTION 2. Housing Provision.

The Corporation is not a Condominium Association, nor established under the Condominium Property Act. It is not a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954. The Corporation is not a Homeowners Association as defined in subsection (c) of Section 9-102 of the code of Civil Procedure.

SECTION 3. **Non-Profit.** The Corporation shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues, fundraisers or donations shall inure to the benefit of any individual member.

SECTION 4. **Governance.** The Corporation shall adopt, and may from time to time revise, such Constitution and By-Laws as may be required to carry out the objectives in Section 1.

Article 5. Dissolution.

The Corporation may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In the event of dissolution, whether voluntary or by operation of law, none of the property of the Corporation, or any proceeds thereof, nor any assets, shall be distributed to any members.

Upon dissolution or liquidation of the corporation the remaining assets of the corporation, after paying or making provisions for the payment of all of the liabilities of the corporation (except any assets held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements), shall be conveyed to a qualified tax-exempt organization or organizations organized and operated exclusively for charitable, scientific, educational, or to protect animals from abuse, purposes described in Section 501 (c) 3 of the Internal Revenue Code of 1986, as amended (or corresponding provision of any further United States internal revenue law) (the "Code"), for the benefit of dogs, as the Board of Directors of the corporation shall determine. Any of such assets not so disposed of shall be disposed of by the court of the general jurisdiction of the county in which the principal office of the corporation is then located, exclusively for the purposes of the corporation in such manner, or to such tax-exempt organization or organizations described in Section 501(c) 3 of the Code, as said court shall determine.

FORM NFP 105.10/105.20 (rev. Dec. 2003)
STATEMENT OF CHANGE OF
REGISTERED AGENT AND/OR
REGISTERED OFFICE
General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-3647
www.cyberdrivellinois.com

FILED
SEP 06 2005
JESSE WHITE
SECRETARY OF STATE

P A I D
SEP 07 2005
DEPARTMENT OF
BUSINESS SERVICES

Remit payment in the form of a
check or money order payable
to the Secretary of State.

File # N 5834-848-1 Filing Fee: \$5.00 Approved: *af*
Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. CORPORATE NAME: IRISH WATER SPANIEL CLUB OF AMERICA

2. STATE OR COUNTRY OF INCORPORATION: ILLINOIS



3. Name and address of the registered agent and registered office as they appear on the records of the office of the Secretary of State (before change):

Registered Agent SANDRA L. ASCOT
First Name Middle Name Last Name
Registered Office 600 DRIFTWOOD
Number Street Suite No. (A.P.O. Box alone is not acceptable)
ROMEQUINE 60446 WILL
City ZIP Code County

4. Name and address of the registered agent and registered office shall be (after all changes herein reported):

Registered Agent SANDRA L. ASCOT
First Name Middle Name Last Name
Registered Office 19755 HIGHWAY 113
Number Street Suite No. (A.P.O. Box alone is not acceptable)
CUSTER PARK 60481 WILL
City ZIP Code County

5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

6. The above change was authorized by: ("X" one box only)

- a. By resolution duly adopted by the board of directors. (Note 5)
- b. By action of the registered agent. (Note 6)

SEE REVERSE SIDE FOR SIGNATURE(S).

7. (If authorized by the board of directors, sign here. See Note 5)

The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____ , _____

(Month & Day) (Year) (Exact Name of Corporation)

(Any Authorized Officer's Signature)

(Type or Print Name and Title)

(If change of registered office by registered agent, sign here. See Note 6)

The undersigned, under penalties of perjury, affirms that the facts stated herein are true.

Dated 8-15-05 , 2005 _____

(Month & Day) (Year) (Signature of Registered Agent of Record)

SANDRA L. ASCOT

(Type or print name. If the registered agent is a corporation, type or print the name and title of the officer who is signing on its behalf.)

NOTES

1. The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address; a post office box number alone is not acceptable.
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of registered agent must be by resolution adopted by the board of directors. This statement must then be signed by a duly authorized officer.
6. The registered agent may report a change of the registered office of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent. If a corporation is acting as the registered agent, a duly authorized officer of such corporation must sign this statement.