

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

ARTICLE I

The exact name of the corporation is:

United States Eurasier Club, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following activities:

To encourage, through education and information, the proper breeding, raising and care of the Eurasier, which is a rare dog breed, in the United States of America.

The mission of the United States Eurasier Club, Inc. is, as a national breed club, to encourage and promote quality in the breeding of purebred Eurasiers in the United States, and to do all things possible to bring their natural qualities to perfection by preserving the breed in accordance with the original FCI Standard, and by protecting the welfare of the Eurasier in the spirit of its country of origin.

To achieve its mission, the United States Eurasier Club, Inc. will:

- (a) provide support and information to Eurasier owners, breeders, club members and the public about the care, health and breeding of Eurasiers;
- (b) urge breeders, club members, judges and national breed registries to accept the standard of the breed as set forth in the original FCI Standard as the only standard of excellence by which the Eurasier shall be bred and judged;
- (c) establish positive working relationships with international Eurasier clubs, and encourage local and regional Eurasier clubs as they develop in the United States;
- (d) offer a link between prospective Eurasier owners and breeders who adhere to the United States Eurasier Club Inc.'s Code of Ethics;
- (e) participate in cooperative Eurasier breed rescue for Eurasiers in need;
- (f) develop and maintain a database of Eurasiers living or born in the United States of America;
- (g) use its power to protect and advance the interests and well-being of the Eurasier breed in the United States of America; and

(h) encourage sportsmanlike competition at all dog competitions and events, including dog shows and performance events, such as obedience and agility trials; and, where applicable, to conduct sanctioned matches, specialty shows and other events for which the Eurasier is eligible under the rules and regulations of The American Kennel Club.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

The designation of membership classes, manner of election or appointments, the duration of membership, and the qualification and rights, including voting rights, of the members of each class, have been set forth in the bylaws of the United States Eurasier Club, Inc.

ARTICLE IV

** Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, of for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

A. Status. The United States Eurasier Club, Inc. is a non-profit organization, and shall have no capital stock. The United States Eurasier Club, Inc. shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the United States Eurasier Club, Inc. shall inure to the benefit of any member or individual.

B. Directors. There shall be five Directors constituting the Board of Directors of the United States Eurasier Club, Inc. The Board of Directors may be enlarged as provided in the bylaws. The five Director positions shall be divided into three classes of not more than two directors each. The Director positions shall be identified as Position A (Class I), Positions B and C (Class II), and Positions D and E (Class III). The term of office of the Directors in only one class shall expire in any year, starting with Class I, and their successors shall be chosen by ballot at the annual meeting of the members for a term of three years or until their successors are elected.

The Directors named in these Articles of Organization as the first Board of Directors shall hold office until the first annual meeting of the members, at which time an election of all Director Positions shall be held as specified in the bylaws of the United States Eurasier Club, Inc. The initial term of office of each Director so elected shall be staggered so that the new election of the Class I Director Position shall be held after one year, at the second annual meeting; the election of Class II Director positions shall be held after two years, at the third annual meeting; and the election of Class III Director positions shall be held after three years, at the fourth annual meeting. All Director positions shall thereafter be held for terms of three years.

C. Board of Directors. The Board of Directors shall be a self-perpetuating body. In the event any vacancy shall occur because of death, resignation, incapacity to act, or removal of a Director, then the remaining Directors shall, within a reasonable time, fill the vacancy or vacancies.

D. Personal Liability of Officers and Directors. There shall be no personal liability of any Officer or Director of the United States Eurasier Club, Inc. or its members for monetary damages for breach of fiduciary duty as an Officer or Director, notwithstanding any provision of law imposing such liability; provided, however, that such provision shall not eliminate or limit the liability of an Officer or Director (i) for any breach of the Officer's or Director's duty of loyalty to the United States Eurasier Club, Inc. or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the Officer or Director derived an improper personal benefit. Nothing herein shall be construed to limit the liability of an Officer or Director for any act or omission occurring prior to the date upon which these Articles of Organization became effective.

E. Indemnification. (a) The Officers, Directors, employees and other agents of the United States Eurasier Club, Inc. shall be indemnified against any claims or liability, including payment by the United States Eurasier Club, Inc. of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of a commitment by the person so indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification. Such commitment may be accepted without reference to the financial ability of such person to make repayment. Any such indemnification shall be provided although the person to be indemnified is no longer an Officer, Director, employee or agent of the United States Eurasier Club, Inc. However, no indemnification shall be provided to any person with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the United States Eurasier Club, Inc.

(b) Indemnification of any persons who are not Directors or Officers of the United States Eurasier Club, Inc. will be provided only to the extent authorized by the Directors.

(c) The United States Eurasier Club, Inc. shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or other agent of the corporation, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the United States Eurasier Club, Inc. would have power to indemnify him or her against such liability.

F. Assets.

(a) The United States Eurasier Club, Inc. is to be financed under the following plan: through the collection of annual membership dues from its members, and through the receipt of gifts, donations or proceeds of fundraising efforts going to the cause of the United States Eurasier Club, Inc. or to Eurasier rescue efforts; all of which shall be placed in a separate bank account of the United States Eurasier Club, Inc.; and

(b) The United States Eurasier Club, Inc. does not intend to issue shares of stock.

G. Dissolution. The United States Eurasier Club, Inc. may be dissolved at any time by vote of not less than 2/3 of the voting members in good standing. In the event of the dissolution of the United States Eurasier Club, Inc. other than for purposes of reorganization,

whether voluntary or involuntary or by operation of law, none of the property of the club nor any proceeds thereof, nor any assets of the club, shall be distributed to any members of the club, but after payment of the debts of the club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

H. Meetings. (a) Meetings of the Officers, Directors and members of the United States Eurasier Club, Inc. may be held in the Commonwealth of Massachusetts or elsewhere in the United States.

I. Bylaws. The members of the United States Eurasier Club, Inc. shall have the power to make, amend or repeal the bylaws of the United States Eurasier Club, Inc.; however, the bylaws of the United States Eurasier Club, Inc. may provide that the Directors may also make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof which by law, these Articles of Organization or the bylaws requires action by the members.

J. Duration. The term of existence of this organization is perpetual, from the effective date of its organization.

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

ARTICLE VI

The effective date of the organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation *in Massachusetts* is:

82 River Road, Hanover, Massachusetts 02339

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	P.O. ADDRESS
President:	Nancy DaCosta	[address omitted] Albuquerque, NM 87109	same
Treasurer:	Jacqueline Murtha	[address omitted] Hanover, MA 02339	same

Clerk:	Jacqueline Murtha	[address omitted]	Hanover, MA 02339	same
Directors: (or officers having the powers of Directors)	Kristin Gerlach	[address omitted]	Boulder, CO 80302	same
	Gisele Kusmik	[address omitted]	Fairfax, VA 22033	same
	Ute Molush	[address omitted]	Schwenksville, PA 19473	same

- c. The fiscal year of the corporation shall end on the last day of the month of: December.
- d. the name and business address of the resident agent, if any, of the corporation is:
The United States Eurasier Club, Inc, does not have a resident agent at this time.

I/We, the below signed incorporator(s), do hereby certify under the pains of penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 26th day of June, 2006.

/s/ Nancy DaCosta

/s/ Kristin Gerlach

/s/ Jacqueline Murtha

/s/ Ute Molush

/s/ Gisele Kusmik