



Certificate of Incorporation

Restated June 6, 2019

RESTATED CERTIFICATE OF INCORPORATION

OF

THE HUMANE SOCIETY OF THE UNITED STATES

(originally incorporated on November 22, 1954,
under the name “The National Humane Society”)

A. **Name.** The name of the corporation is

THE HUMANE SOCIETY OF THE UNITED STATES

B. **Delaware office and agent.** The corporation’s principal office in the State of Delaware is located at 251 Little Falls Drive, City of Wilmington 19808, County of New Castle. The name and address of its resident agent is Corporation Service Company, 251 Little Falls Drive, City of Wilmington 19808, County of New Castle.

C. **Purpose.** The objects or purposes to be promoted or carried on are:

1. To protect all living things, especially animals, children, and the aged, from cruelty and neglect, with special emphasis on cruelties of national scope;
2. To use all means to further humane education in public and private schools, churches, farm groups, and youth organizations, and among the general public, provided, however, that the corporation shall not have the power to organize or conduct a private school; and
3. To cooperate with all international humane organizations and the humane societies of other nations, in all efforts to prevent or ameliorate suffering.

D. **Power.** In furtherance of, and not in limitation of the general powers conferred by the laws of the State of Delaware, and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers:

1. Acting through its board of directors, its chairman, president and other officers, subject to the powers and restrictions of this Certificate of Incorporation, and its bylaws (as amended from time to time, the “bylaws”), to do all such acts as are necessary or convenient to the attainment of the objects and purposes herein set forth, and to the same extent and as fully as any natural person might or could do.
2. To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in this certificate of incorporation and not forbidden by the laws of the State of Delaware.
3. To have offices and promote and carry on its objects and purposes within or without the State of Delaware, in other states, the District of Columbia, the territories or colonies of the United States.
4. In general, to have all powers conferred upon a corporation by the laws of the State of Delaware, except as herein prohibited, or forbidden by the bylaws of this corporation.

- E. **Not for Profit.** No profits shall be made or dividends declared to the members of the corporation or to anyone else, and no substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation or to participate or intervene (including the publishing and distribution of statements) in any political campaign on behalf of any candidate for public office.
- F. **Dissolution.** Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county, or other comparable jurisdiction, in which the principal office of the corporation is then located, exclusively for such exemption purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- G. **No Capital Stock.** The corporation shall not have any capital stock.
- H. **Memberships.** There shall be only one class of members for purposes of the Delaware General Corporation Law (the “DGCL”), which is hereby designated as the Managing Members. The Managing Members shall consist exclusively of those persons then serving as the directors of the corporation. A person shall cease to be a Managing Member at such time as he or she ceases to be a director of the corporation for any cause (including his or her death, resignation, disqualification or removal or the election and qualification of his or her successor).
- I. **Cessation of other Memberships.** All persons who were members of the corporation (other than the Managing Members) immediately before the effectiveness of this sentence shall cease to be members for purposes of the DGCL.
- J. **Non-DGCL Memberships.** Nothing in this certificate of incorporation shall prohibit the corporation from issuing one or more types of “memberships” that entitle their holders to such benefits, and on such terms and conditions, as the corporation shall from time to time determine. Notwithstanding the foregoing, in no event shall the holder of any membership (other than a Managing Member) be a member for purposes of the DGCL.
- K. **Duration of Existence.** The corporation shall have perpetual existence.
- L. **Liability for Debts.** The private property of the members shall not be subject to the payment of corporate debts.
- M. **Board of Directors.** The activities and affairs of the corporation shall be managed by or under the direction of a board of directors.
 - 1. **Size.** The number of directors which shall constitute the whole board of directors shall be such as from time to time shall be fixed by, or in the manner provided in, the bylaws.
 - 2. **Election.** The board of directors shall be elected by the Managing Members, in accordance with the bylaws. Directors need not be elected by written ballot, unless the bylaws so require.
 - 3. **Term.** Upon the effectiveness of this sentence, the board of directors is hereby divided into three classes (Class I, Class II and Class III), with the terms of the directors serving in Class I, Class II and Class III, respectively, expiring at the first, second and third annual meetings of the Managing Members, respectively, held after the effectiveness of this sentence. At each

annual meeting of the Managing Members held after the effectiveness of this sentence, directors shall be elected for a term expiring at the third annual meeting held after such election. The board of directors may assign the directors already in office to the classes, effective at the time this paragraph first becomes effective.

4. **Expiration of Term; Removal; Disqualification.** In accordance with Section 141(j) of the DGCL, notwithstanding anything to the contrary in this certificate of incorporation, a director shall hold office until (i) the election and qualification of his or her successor; (ii) unless he or she is re-elected to a new term, a reduction in the size of the board of directors effected when his or her term expires; (iii) his or her resignation or death; or (iv) his or her removal with or without cause by the affirmative vote of at least two-thirds of the Managing Members.
 5. **Quorum for Board Action.** Except where a greater quorum is required by the bylaws, a majority of the members of the board of directors who are in office before a meeting begins shall constitute a quorum for such meeting, provided that in no event shall a quorum be less than one-third of the total number of authorized directorships.
 6. **Vote for Board Action.** Except where a greater vote is required by law, this certificate of incorporation or the bylaws, an affirmative vote by a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.
 7. **Bylaw Amendments.** The board of directors shall have the power to amend, adopt or repeal the bylaws of the corporation; provided that this provision shall not divest the Managing Members of the power, nor limit their power, to amend, adopt or repeal the bylaws.
- N. **Exculpation.** A director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. Any repeal or modification of this provision shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.
- O. **Directors and Managing Members May Not Grant Proxies.** Directors may not appoint or grant proxies authorizing any other person to vote, consent to action or attend meetings of the board of directors on behalf of the directors. Managing Members may not appoint or grant proxies authorizing any other person to vote, consent to action or attend meetings of the Managing Members on behalf of the Managing Members. A Director or Managing Member shall cease to have any voting power during (but only during) the time that he or she has attempted to appoint or grant a proxy in violation of this paragraph.
- P. **Amendments to certificate of incorporation.** The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.