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December 1, 2010

VIA U.S. MAIL

State Corporation Commission
P.O. Box 1197
Richmond, VA 23218-1197
Attention: Clerk's Office

Re: Request for filing of Amended and Restated Articles of Incorporation of THE ANIMAL WELFARE LEAGUE OF ALEXANDRIA, VIRGINIA, INCORPORATED (VA SCC No. 0053218-4)

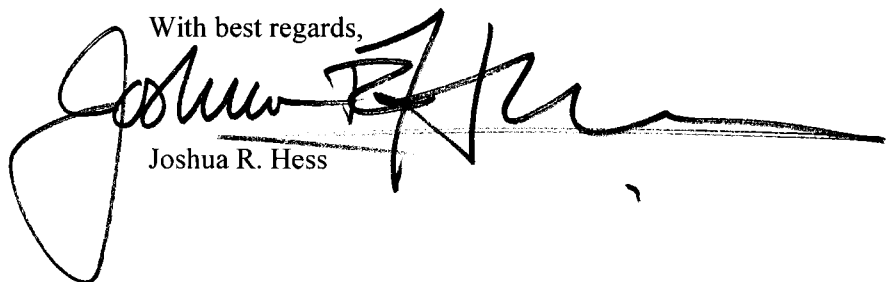
Dear Sir or Madam:

We represent the above identified corporation in connection with the enclosed Amended and Restated Articles of Incorporation (the "Articles"). We ask that the Commission please file the Articles with standard processing times. We also enclose one (1) check in the amount of \$25 for the filing fees for the Articles.

Please return a file-stamped copy of the Articles to our attention in the enclosed self-addressed, stamped envelope.

If you should you have any questions, please contact me at (202) 467-8814.

With best regards,



Joshua R. Hess

Enclosure

cc: Gordon Kromberg, Chairman of the Board (via Email)
Martha Armstrong, Executive Director (via Email)
Andrew F. Palmieri, Esq. (via Email)

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

THE ANIMAL WELFARE LEAGUE OF ALEXANDRIA, VIRGINIA, INCORPORATED

Pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, the undersigned, a Virginia nonstock, nonprofit corporation, hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation (hereinafter referred to as the "Corporation") immediately prior to the filing of these Amended and Restated Articles of Incorporation is THE ANIMAL WELFARE LEAGUE OF ALEXANDRIA, VIRGINIA, INCORPORATED.
2. These Amended and Restated Articles of Incorporation contain amendments to the Corporation's Articles of Incorporation (as originally filed by the Corporation on June 28, 1946, and as amended by the Corporation through the filing of Articles of Amendment on March 23, 1966 and March 10, 2004).
3. The Articles of Incorporation of the Corporation are hereby deleted in their entirety and replaced with the following, which shall for all purposes hereinafter be the Articles of Incorporation of the Corporation:

"1. The name of the corporation (hereinafter referred to as the "Corporation") is THE ANIMAL WELFARE LEAGUE OF ALEXANDRIA, VIRGINIA, INCORPORATED.

2. The Corporation shall have no members. The members of the Board of Directors of the Corporation (each, a "Director") shall, for purposes of any law, rule or regulation relating to corporations, be considered to be the "members" of the Corporation.

3. The Directors shall be elected by the Board of Directors by the affirmative vote of a majority of Directors present at a meeting at which a quorum is found to exist. The powers, number, qualifications, term, resignation and removal of Directors shall be as set forth in the bylaws of the Corporation.

4. The name of the Corporation's registered agent is CT Corporation System. The registered agent is a foreign stock corporation authorized to transact business in the Commonwealth of Virginia.

5. The Corporation's registered office address, including the street and number, which is identical to the business office of the Corporation's registered agent, is 4701 Cox Road, Glen Allen, Virginia 23060-6802. The registered office of the Corporation is physically located in the Commonwealth of Virginia in the County of Henrico.

6. The Corporation shall be organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "IRC"), and such purposes shall include, without limitation, the following (so long as each of such purposes continues to be within the meaning of Section 501(c)(3) of the IRC):

(a) to provide a temporary refuge for stray, homeless, and deserted animals, and to place such animals into good homes whenever practicable;

- (b) to receive and care for suffering animals;
- (c) to humanely end the suffering of any animal when it is impractical to cure its infirmities, and to humanely dispose of any stray, homeless or deserted animal for which it is impractical to find a proper home;
- (d) to prevent forms of cruelty to animals by legitimate and practical means;
- (e) to educate the public on the proper manner of raising, keeping, maintaining, using and training animals; and
- (f) to receive contributions and make distributions to one or more organizations that are described in Section 501(c)(3) of the IRC and exempt from taxation under Section 501(a) of the IRC.

7. Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation, and for necessary expenses thereof, be distributed by the Board of Directors of the Corporation to an organization or organizations that, at that time, are described in Section 501(c)(3) of the IRC and exempt from taxation under Section 501(a) of the IRC, or for one or more exempt purposes within the meaning of Section 501(c)(3) of the IRC, or to the federal government, or to a state or local government, for one or more public purposes. Any remaining assets not disposed of in the manner set forth above shall be disposed of by a court of competent jurisdiction exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the IRC or to such organization or organizations that, at that time, are described in Section 501(c)(3) of the IRC and exempt from taxation under Section 501(a) of the IRC.”

4. These Amended and Restated Articles of Incorporation were adopted at a meeting of the Board of Directors of the Corporation on November 16, 2010, and received the vote of at least two-thirds of the Directors then in office. Member approval of these Amended and Restated Articles of Incorporation is not required because the Corporation has no members.

IN WITNESS WHEREOF, the undersigned executes these Amended and Restated Articles of Incorporation on November 16, 2010.

THE ANIMAL WELFARE LEAGUE OF
ALEXANDRIA, VIRGINIA, INCORPORATED

By:



Gordon Kromberg
Chair of the Board of Directors

VORRYS, SATER, SEYMOUR AND PEASE LLP

Check Date
12/01/10

Check No.
20167721

Reference	Voucher No.	Invoice Date	Invoice No.	Description	Net Amount
HESS	913050	12/01/10	049967-2		25.00
TOTAL					25.00

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VORRYS, SATER, SEYMOUR AND PEASE LLP

1909 K Street NW, Suite 900
Washington, D.C. 20006

Vendor Payables Account

Check Date
12/01/10

Check No.
20167721

PNC Bank, N.A. 070
Ashland, Ohio

PAY TWENTY-FIVE AND 00/100 Dollars

\$*****25.00

TO THE ORDER OF STATE CORPORATION COMMISSION

Joseph D. Donardo

AUTHORIZED SIGNATURE

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20167721 2038951 4239714206