

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS

SUPERIOR COURT
CIVIL ACTION NO.

COMMONWEALTH OF MASSACHUSETTS,

Plaintiff,

vs.

DAWN CARDINAL and DESTINY'S ROAD
ANIMAL RESCUE, INC.,

Defendants.

COMPLAINT

RECEIVED

JUN 27 2019

SUPERIOR COURT-CIVIL
MICHAEL JOSEPH DONOVAN
CLERK/MAGISTRATE

I. INTRODUCTION

1. The Commonwealth of Massachusetts (the "Commonwealth"), through the Office of the Attorney General (the "AGO"), brings this action in the public interest to, *inter alia*, recover assets diverted from Destiny's Road Animal Rescue, Inc. ("Destiny's Road"), a Massachusetts public charity.

2. These funds, acquired through deceptive solicitation tactics, were misappropriated for personal uses by Dawn Cardinal ("Cardinal"), who is Destiny's Road's founder, President, and board member. Accordingly, the AGO brings this action to enjoin Destiny's Road from soliciting charitable contributions, destroying any records related to Destiny's Road's activities, and transferring or disposing of any of Destiny's Road's assets. The AGO also seeks a declaration that Cardinal breached her fiduciary duty of loyalty to Destiny's Road; a declaration that Cardinal unlawfully converted Destiny's Road assets for her own personal use; an order that Cardinal make full and complete restitution to Destiny's Road for Destiny's Road funds she

expended or caused Destiny's Road to expend for her personal use; an order that Cardinal disgorge Destiny's Road funds she improperly obtained through her breaches of her duty of loyalty; a declaration that Cardinal violated G.L. c. 12, § 8L and breached her fiduciary duty of care by failing to account for Destiny's Road assets; an order that Cardinal shall not serve as a fiduciary in any capacity for any Massachusetts public charity in the future; and an order that Destiny's Road refrain from conducting any business in the Commonwealth.

II. JURISDICTION AND VENUE

3. Jurisdiction is conferred on this Court by G.L. c. 214, § 1. The Court is authorized to declare the respective rights of the parties pursuant to G.L. c. 231A, § 1 et seq.

4. The AGO is authorized to bring this action on behalf of the Commonwealth pursuant to G.L. c. 12, §§ 8, 10 and G.L. c. 68, § 32.

5. This action is brought in Suffolk County pursuant to G.L. c. 223, § 5.

III. PARTIES

6. The plaintiff is the Commonwealth of Massachusetts, on whose behalf the AGO brings this action in the public interest, pursuant to G.L. c. 12, § 8 et seq., G.L. c. 68, § 32.

7. Defendant Cardinal is an individual who resides at 370 Springfield Street, Palmer, Massachusetts, and is the founder, President and member of the board of directors of Destiny's Road.

8. Defendant Destiny's Road is a Massachusetts corporation established pursuant to G.L. c. 180, with a principal place of business at 370 Springfield Street, Palmer, Massachusetts.

IV. FACTS

9. On or around December 1, 2014, Cardinal formed Destiny's Road as a G.L. c. 180 corporation. Destiny's Road received tax-exempt status from the Internal Revenue Service under 26 U.S.C. § 501(c)(3) on or around June 16, 2015, with an effective date of exemption of December 1, 2014.

10. At all times relevant to the claims herein, Destiny's Road has operated as a public charity under Massachusetts law.

11. Since its incorporation in December of 2014, Destiny's Road's place of business has been 370 Springfield Street, Palmer, Massachusetts.

12. Cardinal has served as the President of Destiny's Road and as a member of its board of directors ("Board") since its incorporation.

13. The Destiny's Road Board currently consists of Cardinal, Kelly Robinson, Beatrice Rybeck-Petrolle, and Nancy Binnette. The Board is responsible for overall policy and direction of Destiny's Road.

14. Since December 2014, Destiny's Road has operated as an animal rescue organization whose charitable purpose has been to rescue "cats and dogs from overpopulated shelters & deplorable circumstance." See Articles of Organization, Exhibit A. Destiny's Road's bylaws state that it focuses "on rescuing, rehabilitating and re-homing shelter and homeless animals in need," that it houses animals at "credible training or medical facilities" when necessary, that it is a "volunteer run rescue," and that its "adoption process includes adoption application screening, home visits, and adoption follow up." See Bylaws, Exhibit B.

15. In furtherance of its mission, Destiny's Road would identify dogs in need of a permanent home through a network of in-person and online volunteers, and then match those

dogs with foster or permanent homes. Destiny's Road would also use charitable assets to pay for relocation services, veterinary care, and other dog-related activities such as dog training and boarding.

Cardinal controlled Destiny's Road's charitable assets and financial accounts

16. Cardinal has managed Destiny's Road's charitable assets by establishing financial accounts at multiple institutions. Cardinal has maintained a commercial bank account for Destiny's Road ("Destiny's Road Bank Account") with Westfield Bank (formerly known as Chicopee Savings Bank) since on or around June 24, 2015.

17. At all times relevant to the claims herein, Cardinal was the sole authorized signer on the Destiny's Road Bank Account and had exclusive access to and use of the debit card linked to the Destiny's Road Bank Account.

18. Cardinal also has maintained two business accounts with PayPal,¹ each of which is registered to both Destiny's Road's federal tax identification number and Cardinal's social security number ("Destiny's Road Paypal Accounts"). Destiny's Road has received significant donations through the Destiny's Road Paypal Accounts, and Cardinal has expended funds from the Destiny's Road Paypal Accounts on behalf of Destiny's Road as well as herself.

19. Cardinal has maintained a personal bank account with Westfield Bank since on or around May 15, 2014 ("Cardinal Personal Bank Account").

20. At all times relevant to the claims herein, Cardinal has resided at 370 Springfield Street, Palmer, Massachusetts, the same address that has served as Destiny's Road's place of

¹ "PayPal is an account-based service that allows customers to send and receive money using their credit card, bank account, or PayPal balance. Account holders use PayPal to electronically send money to other internet merchants or friends and relatives. . . . The recipient can keep the funds in their PayPal account, send the funds to another PayPal account, or transfer the funds to a bank account." PayPal Holdings, Inc., PayPal Records Guide 3-4 (2017).

business.

21. At all times relevant to the claims herein, Cardinal exercised nearly exclusive authority over Destiny's Road's charitable activities.

22. At all times relevant to the claims herein, Cardinal maintained near exclusive dominion and control over Destiny's Road's financial accounts, including the Destiny's Road Bank Account and the Destiny's Road PayPal Accounts.

23. At all times relevant to the claims herein, the Destiny's Road Paypal Accounts were registered to Cardinal and identifiable through her social security number.

24. At all times relevant to the claims herein, Cardinal regularly received personal checks from donors and deposited those checks into the Destiny's Road Bank Account.

Cardinal controlled Destiny's Road's solicitation activities

25. At all times relevant to the claims herein, Cardinal regularly solicited donations from Destiny's Road supporters and the general public by engaging businesses that utilize online fundraising platforms, including YouCaring Dot Com LLC, PoundWishes Inc., GoFundMe, Inc., 2Cool Corporation (dba GivingGrid), and ConnectionPoint Systems, Inc. (dba FundRazr.com) ("FundRazr") (collectively, the "Fundraising Platforms"), to solicit and collect donations.

26. Cardinal also solicited contributions through Facebook by (1) cross-promoting Destiny's Road's fundraising pages hosted by the Fundraising Platforms, and (2) soliciting contributions directly through Facebook's own fundraising platform.

27. Cardinal created multiple individual fundraising pages on the Fundraising Platforms and Facebook to market Destiny's Road and describe the charitable purposes for which the donations would purportedly be used.

28. For example, Cardinal, on or around April 2, 2018, created a fundraising page on the

FundRazr platform titled, "911 HELP SAVE DRAR- THE REALITY OF RESCUE." In addition to the donation method available on the FundRazr page, Cardinal also provided potential donors with the option of donating via the Destiny's Road website, through one of the two Destiny's Road PayPal Accounts, or by mail. In response to this fundraising plea, 353 contributors donated \$6,990 through the FundRazr platform alone.

29. Cardinal created over 100 similar fundraising pages across the Fundraising Platforms.

30. Cardinal's online solicitations, however, regularly contained misleading and false information regarding the intended use of the funds to be donated and the financial peril that Destiny's Road was purportedly in.

31. For example, on the same fundraising page referenced in paragraph __ above and posted on or around April 2, 2018, Cardinal stated that Destiny's Road had "just taken in 30 new dogs in the past 30 days" and that "[t]imes are now critical." Cardinal further stated that Destiny's Road "saved close to 200 dogs this past year, along with saving that many dogs comes astronomical vetting bills & other expenses," and that Destiny's Road at that time had well over "\$15,000 in debt preventing [Destiny's Road] from saving more." However, contrary to Cardinal's assertion that times were "critical," Destiny's Road had received over three hundred and sixty thousand dollars (\$360,000) in 2017 alone, and over fifty thousand dollars (\$50,000) in the first three months of 2018. And, while Destiny's Road was very successful at fundraising, any financial hardship Destiny's Road suffered was caused by Cardinal's misappropriation of Destiny's Road's assets.

32. Through Cardinal's frequent, deceptive, and misleading online solicitations, Destiny's Road received hundreds of thousands of dollars in donations from the general public

from December 2014 through at least March of 2018. These donations included the following:

- a) During Destiny's Road's 2014 partial fiscal year, which began on December 1, 2014 and ended December 31, 2014, Destiny's Road received over \$7,000 in donations from the general public.
- b) During Destiny's Road's 2015 fiscal year, which began on January 1, 2015 and ended December 31, 2015, Destiny's Road received over \$53,000 in donations from the general public.
- c) During Destiny's Road's 2016 fiscal year, which began on January 1, 2016 and ended December 31, 2016, Destiny's Road received over \$229,000 in donations from the general public.
- d) During Destiny's Road's 2017 fiscal year, which began on January 1, 2017 and ended December 31, 2017, Destiny's Road received over \$360,000 in donations from the general public.
- e) In 2018, from January 1, 2018 to on or around March 21, 2018, Destiny's Road received over \$50,000 in donations from the general public.
- f) From March 21, 2018 through at least June of 2018, Destiny's Road received additional donations from the general public.

Cardinal breached her fiduciary duty of loyalty through her personal use and conversion of Destiny's Road's charitable assets

33. Although Destiny's Road received over \$650,000 in donations from December 2014 through March 2018, Cardinal did not use all of these funds for Destiny's Road's charitable purposes.

34. Beginning in late 2014, and at various times since then, Cardinal misappropriated more than One Hundred and Ten Thousand Dollars (\$110,000) from the Destiny's Road Paypal Accounts and the Destiny's Road Bank Account without authorization for her personal expenses. These personal expenses included the payment of:

- a) Online and smartphone application services, including online dating websites eharmony and Christian Mingle, and rideshare services Uber and Lyft;
- b) Personal care services including hair salon, massage, nail, and beautician services;
- c) Automobile expenses, including gas payments, car repairs, and payments towards

car purchases;

- d) Online retail purchase, including purchases at Toys R Us, Victoria's Secret, and Bed Bath & Beyond;
- e) Utility payments, including rubbish removal, oil (home heat), cable and internet, and telephone;
- f) Food costs, including payments for meals at fast food and other local dining establishments;
- g) Other miscellaneous personal purchases, including online digital services iTunes and Netflix, the New England Aquarium, an oxygen bar, and vaping stores.

35. At various times in 2017, Cardinal transferred over Seven Thousand Dollars (\$7,000) from the Destiny's Road Bank Account to the Cardinal Personal Bank Account.

36. Beginning in November 2015, and at various times since then, Cardinal withdrew over One Hundred and Five Thousand Dollars (\$105,000) in ATM cash withdrawals from the Destiny's Road Paypal Accounts and the Destiny's Road Bank Account without adequate documentation supporting how those funds were expended.

37. At various times from 2016 through March of 2018, Cardinal made bank withdrawals of over Sixteen Thousand Dollars (\$16,000) from the Destiny's Road Bank Account without adequate documentation supporting how those funds were expended.

38. Beginning in late 2014, and at various times since then, Cardinal expended over One Hundred and Thirty Thousand Dollars (\$130,000) from the Destiny's Road Paypal Accounts and the Destiny's Road Bank Account on unexplained goods, services, and individual cash transfers.

These unaccounted-for expenditures include the following:

- a) Over Forty-Five Thousand Dollars (\$45,000) on Amazon.com purchases;
- b) Over Thirty-Four Thousand Dollars (\$34,000) on purchases at retail stores, including purchases at Home Depot, Wal-Mart, and K-Mart;
- c) Over Eight Thousand Dollars (\$8,000) on purchases at grocery stores, including purchases at Big Y and Stop and Shop;
- d) Over Two Thousand Seven Hundred Dollars (\$2,700) on purchases at pharmacies;

- e) Over Three Thousand Dollars (\$3,000) on miscellaneous online retail purchases, including Hotels.com and Walmart.com;
- f) Over Eleven Thousand Dollars (\$11,000) on other miscellaneous purchases, including money spent on hotels, rental cars, and the U.S. Postal Service; and
- g) Over Twenty-Six Thousand Dollars (\$26,000) on PayPal fund transfers to individuals.

Cardinal signed and filed with the AGO false and incomplete annual reports on behalf of Destiny's Road

39. Cardinal, on behalf of Destiny's Road, completed and filed with the AGO various state annual filings required by statute. However, these annual filings contained demonstrably false information and were incomplete.²

40. Cardinal's most egregious misrepresentations were on the annual Form PCs, on which, under oath, Cardinal reported the following false and incomplete information:

- a) On Destiny's Road's 2014 Form PC, purporting to cover Destiny's Road's first month of operations from December 1, 2014 through December 31, 2014, Destiny's Road reported "Gross support and revenue" totaling \$0 and "Program Services and similar amounts paid out" totaling \$0;
- b) On Destiny's Road's 2015 Form PC purporting to cover Destiny's Road's fiscal period from January 1, 2015 through December 31, 2015, Destiny's Road reported "Gross support and revenue" totaling \$47,000, "Program Services and similar amounts paid out" totaling \$0, and "Total Expenses" totaling \$75,000;
- c) On Destiny's Road's 2016 Form PC purporting to cover Destiny's Road's fiscal period from January 1, 2016 through December 31, 2016, Destiny's Road reported "Gross support and revenue" totaling \$4,787, and "Program Services and similar amounts paid out" totaling \$3, and "Total expenses" totaling \$4,787; and
- d) On Destiny's Road's "Amended" 2016 Form PC purporting to cover Destiny's Road's fiscal period from January 1, 2016 through December 31, 2016, Destiny's Road reported "Gross support and revenue" totaling \$75,263, and "Program Services and similar amounts paid out" totaling \$0, and "Total expenses" totaling \$96,000.

² These filings include the following: (1) the Form PC, required by G.L. c. 12, § 8F and referred to therein as the "annual report" and referred to in G.L. c. 68, § 19 as the "annual financial report" ("Form PC"); (2) the annual registration statement, required by G.L. c. 68, § 19 ("Annual Registration Statement"); and (3) the annual financial statement, required by G.L. c. 12 § 8F ("Annual Financial Statement").

41. Destiny's Road never filed the following, which are required by G.L. c. 12 § 8F:

- a) A 2017 Form PC for fiscal period covering January 1, 2017 through December 31, 2017, and
- b) Annual Financial Statements for years 2016 and 2017, during which Destiny's Road earned more than \$200,000 in gross revenue.

V. CAUSES OF ACTION

COUNT 1 – Against Cardinal

Breach of Fiduciary Duty of Loyalty

42. The allegations contained in paragraphs 1-41 of this Complaint are incorporated herein by reference.

43. Cardinal, as Destiny's Road's President and a Board member, served as a fiduciary of Destiny's Road and owed Destiny's Road a fiduciary duty of loyalty to act in Destiny's Road's best interests.

44. On numerous occasions from 2014 through at least as recently as March of 2018, Cardinal breached her fiduciary duty of loyalty to Destiny's Road by using Destiny's Road's assets for her own personal expenses and not in furtherance of Destiny's Road's charitable mission.

COUNT 2 – Against Cardinal

Violations of G.L. c. 68, § 32 – Use of Unfair or Deceptive Acts or Practices

45. The allegations contained in paragraphs 1-44 of this Complaint are incorporated herein by reference.

46. Cardinal, as Destiny's Road's President and a Board member exercising nearly exclusive control and authority over Destiny's Road's solicitation activities, was engaged in solicitation activities on behalf of Destiny's Road from late 2014 through at least as late as March 2018.

47. On numerous occasions from 2014 through at least as recent as March of 2018, Cardinal employed in her solicitation or collection of contributions for Destiny's Road deceptive acts or practices in violation of G.L. c. 68, § 32.

COUNT 3 – Against Cardinal

Violations of G.L. c. 68, § 32 – Making False Statements in Annual Registration Statements

48. The allegations contained in paragraphs 1-47 of this Complaint are incorporated herein by reference.

49. Destiny's Road intended to and did in fact solicit contributions from persons within the Commonwealth and, accordingly, pursuant to G.L. c. 68, § 19, was required to: submit an Annual Registration Statement with the AGO prior to soliciting contributions from persons within the Commonwealth; refile such Annual Registration Statement in the next year and each following year in which it engaged in such solicitation activities; and file with each Annual Registration Statement a copy of the Form PC for its immediate preceding fiscal year pursuant to G.L. c. 12, § 8F.

50. Cardinal signed and submitted Destiny's Road's Annual Registration Statement with the AGO for solicitation activities conducted in 2014, 2015, and 2016, accompanied by the Form PC for partial year 2014, and fiscal years 2015 and 2016.

51. Cardinal, as Destiny's Road's President and a Board member exercising nearly exclusive control and authority over Destiny's Road's finances, regulatory filings, and solicitation activities, had personal knowledge of Destiny's Road revenue and expenses for partial year 2014, and fiscal years 2015 and 2016.

52. Cardinal knowingly and willfully made false statements on the 2014, 2015, and 2016 Form PC, filed with Destiny's Road's Annual Registration Statements, in violation of G.L. c. 68, § 32.

COUNT 4 – Against Cardinal

Conversion – Misappropriation of Charitable Assets

53. The allegations contained in paragraphs 1-52 of this Complaint are incorporated herein by reference.

54. On numerous occasions from 2014 through at least as recently as March of 2018, Cardinal intentionally spent at least One Hundred and Ten Thousand Dollars (\$110,000) of Destiny's Road's charitable assets for her own personal expenses and not in furtherance of Destiny's Road's charitable mission.

55. Destiny's Road's Board did not authorize Cardinal to spend such funds on her personal expenses, and accordingly, Cardinal had no right to possess these funds at any time.

56. Cardinal intentionally and wrongfully engaged in acts of ownership, control or dominion over Destiny's Road's funds to which she was not entitled, and in so doing, converted at least One Hundred Ten Thousand Dollars (\$110,000) of Destiny's Road funds for her own use.

COUNT 5 – Against Cardinal

Failure of Duty to Account and Violation of G.L. c. 12, § 8L

57. The allegations contained in paragraphs 1-56 of this Complaint are incorporated herein by reference.

58. Cardinal, as Destiny's Road's President and a Board member exercising nearly exclusive control over Destiny's Road's funds and soliciting donations, served as a fiduciary of Destiny's Road and owed Destiny's Road a fiduciary duty of care, including a duty to account for Destiny's Road's charitable assets.

59. Accordingly, Cardinal had a fiduciary duty to cause Destiny's Road to comply with G.L. c. 12, § 8L, which requires that charities "keep true fiscal records as to [their] activities."

60. From 2014 through at least as recently as March of 2018, Cardinal breached her fiduciary duty to Destiny's Road by causing it to violate G.L. c. 12, § 8L by failing to cause Destiny's Road to "keep true fiscal records as to its activities."

61. From 2014 through at least as recently as March of 2018, Cardinal breached her fiduciary duty of care by failing to account for certain Destiny's Road's assets.

62. Because Cardinal cannot account for the use of over Two Hundred and Fifty-Three Thousand Dollars (\$253,000) of Destiny's Road assets from 2014 through at least as recently as March of 2018—including the withdrawal of over One Hundred and Twenty-Two Thousand Dollars (\$122,000) of cash from Destiny's Road PayPal Accounts and Destiny's Road Bank Account, and the expenditure of over One Hundred and Thirty Thousand Dollars (\$130,000) on unexplained goods and services—and because she cannot account for the extent to which those cash withdrawals and expenditures furthered Destiny's Road's charitable purposes, Cardinal must repay the loss.

COUNT 6 – Against Destiny's Road

Violation of G.L. c. 12, § 8F – Failure to File Financial Statements for 2016 and 2017

63. The allegations contained in paragraphs 1-62 of this Complaint are incorporated herein by reference.

64. Destiny's Road received between \$200,000 and \$500,000 in gross support and revenue in fiscal years 2016 and 2017 and, accordingly, was required to file an Annual Financial Statement accompanied by an independent certified public accountant's review report for its last preceding fiscal year pursuant to G.L. c. 12, § 8F.

65. Destiny's Road failed to file such Annual Financial Statements for fiscal years 2016 and 2017 in violation of G.L. c. 12, § 8F.

COUNT 7 – Against Destiny’s Road

Violation of G.L. c. 12, § 8F – Failure to File Annual Report for 2017

66. The allegations contained in paragraphs 1-65 of this Complaint are incorporated herein by reference.

67. Destiny’s Road failed to file the Form PC for the fiscal year 2017 in violation of G.L. c. 12, § 8F.

VI. RELIEF REQUESTED

Wherefore, the Attorney General respectfully prays that this Honorable Court grant the following relief:

1. Issue a Summons and notice of hearing requiring the Defendants Cardinal and Destiny’s Road to show cause why a preliminary injunction should not issue against them.
2. After a return of notice and hearing, issue a preliminary injunction, pursuant to M.G.L. c. 68, §32(e), which enjoins Cardinal and Destiny’s Road, its agents, servants, employees, successors and assigns, and all other persons in active concert or participation with them, whether acting individually or through any corporation, trust, partnership, or other device or entity, from:
 - a) engaging in any solicitation of charitable contributions for or on behalf of Destiny’s Road;
 - b) altering, defacing, destroying, transferring, or disposing of any records, books, accounts, or other documents, computers, computerized files, storage media on which information is stored or saved, contracts accounting data, correspondence, financial records, and any other documents or records of any kind that relate to the activities of Destiny’s Road; and
 - c) transferring, dissipating; spending, pledging, conveying, selling, mortgaging, encumbering, or in any way disposing of ownership or custody of any real or personal assets of Destiny’s Road, including but not limited to: all real and personal property, wherever located; all financial accounts (including bank and PayPal) and all funds contained therein; all securities; and all household and

office furnishings;

3. After a trial on the merits:

- a) Declare that Cardinal breached her fiduciary duty of loyalty to Destiny's Road;
- b) Declare that Cardinal unlawfully converted Destiny's Road's assets for her own personal use;
- c) Order that Cardinal make full and complete restitution to Destiny's Road for Destiny's Road funds she expended or caused Destiny's Road to expend for her personal use;
- d) Order that Cardinal disgorge Destiny's Road funds she improperly obtained through her breach of her duty of loyalty;
- e) Declare that Cardinal violated G.L. c. 12, § 8L and breached her fiduciary duty of care by failing to cause Destiny's Road to keep true fiscal records as to its activity and by failing to account for Destiny's Road assets as alleged herein;
- f) Order that Cardinal shall not serve as a fiduciary in any capacity for any Massachusetts public charity in the future;
- g) Order that Destiny's Road permanently refrain from conducting any business in the Commonwealth; and,

4. Grant such further and other relief as this Court deems equitable and just.

Dated: June 27, 2019

Respectfully submitted,
COMMONWEALTH OF MASSACHUSETTS

By Its Attorney,
MAURA HEALEY
ATTORNEY GENERAL

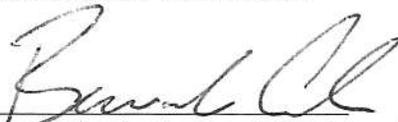
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EXHIBIT A



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$35.00

Secretary of the Commonwealth, Corporations Division
One Ashburton Place, 17th floor
Boston, MA 02108-1512
Telephone: (617) 727-9640

Articles of Organization

(General Laws, Chapter 180)

Federal Employer Identification Number: 001153225 (must be 9 digits)

ARTICLE I

The exact name of the corporation is:

DESTINY'S ROAD ANIMAL RESCUE INC.

ARTICLE II

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

SAID ORGANIZATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL, AND SCIENTIFIC PURPOSES, INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER THE SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE. THE BUSINESS ACTIVITY FOR SAID ORGANIZATION IS AS FOLLOWS: AIDING ME IN ON THE PATH OF RESCUING CATS & DOGS FROM OVERPOPULATED SHELTERS & DEPLORABLE CIRCUMSTANCE.

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 qualifications 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:

MAY BE SET FORTH IN THE BYLAWS

ARTICLE IV

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or 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:

(If there are no provisions state "NONE")

NO PART OF THE NET EARNINGS OF THIS ORGANIZATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS MEMBERS, TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE ORGANIZATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN THE PURPOSE CLAUSE HEREOF. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THIS ORGANIZATION SHALL BE THE CARRYING ON PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THIS ORGANIZATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING

HALF OF ANY CANDIDATE FOR PUBLIC OFFICE. NOTWITHSTANDING ANY OTHER PROVISION OF THIS DOCUMENT, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR (B) BY AN ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C) (2) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE. UPON THE DISSOLUTION OF THIS CORPORATION, ASSETS REMAINING SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE, OR 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 DISPOSED OF SHALL BE DISPOSED BY THE COURT OF COMMON PLEAS OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE ORGANIZATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

Notes: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

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 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:

No. and Street: 370 SPRINGFIELD STREET
 City or Town: PALMER State: MA Zip: 01069 Country: USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	DAWN CARDINAL	370 SPRINGFIELD STREET PALMER, MA 01069 USA 370 SPRINGFIELD STREET PALMER, MA 01069 USA	May be set forth in the bylaws
TREASURER	DAWN CARDINAL	370 SPRINGFIELD STREET PALMER, MA 01069 USA 370 SPRINGFIELD STREET PALMER, MA 01069 USA	May be set forth in the bylaws
CLERK	DAWN CARDINAL	370 SPRINGFIELD STREET PALMER, MA 01069 USA 370 SPRINGFIELD STREET PALMER, MA 01069 USA	May be set forth in the bylaws

		PALMER, MA 01069 USA 370 SPRINGFIELD STREET PALMER, MA 01069 USA	the bylaws
DIRECTOR	MICHAEL LAWSON	370 SPRINGFIELD STREET PALMER, MA 01069 USA 370 SPRINGFIELD STREET PALMER, MA 01069 USA	May be set forth in the bylaws
DIRECTOR	TIFFANY WEST	370 SPRINGFIELD STREET PALMER, MA 01069 USA 370 SPRINGFIELD STREET PALMER, MA 01069 USA	May be set forth in the bylaws

c. The fiscal year (i.e., tax year) of the business entity 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 business entity is:

Name: UNITED STATES CORPORATION AGENTS, INC.
 No. and Street: 101 BILLERICA AVE.
BLDG. 5, SUITE 204
 City or Town: NORTH BILLERICA State: MA Zip: 01862 Country: USA

I/We, the below signed incorporator(s), do hereby certify under the pains and 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:

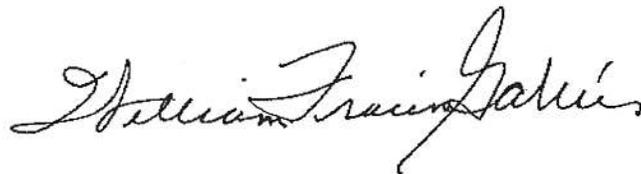
IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 1 Day of December, 2014. (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)

ROSE SINCLAIR, ASSISTANT SECRETARY, LEGALZOOM.COM, INC., A DE CORPORATION, 10
1 N. BRAND BLVD., 11TH FLOOR, GLENDALE, CA 91203

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

December 01, 2014 12:45 PM

A handwritten signature in cursive script that reads "William Francis Galvin". The signature is written in black ink and is centered on the page.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

EXHIBIT B

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BYLAWS
OF

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DESTINY'S ROAD ANIMAL RESCUE INC.

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be Destiny's Road Animal Rescue. It shall be a nonprofit organization incorporated under the laws of the State of Massachusetts.

Section 2 — Purpose: Destiny's Road Animal Rescue is organized exclusively for charitable purposes. Destiny's Road Animal Rescue is an animal rescue. We focus on rescuing, rehabilitating and re-homing shelter and homeless animals in need. We are a small foster based rescue. When necessary some of our animals may need to be housed at credible training or medical facilities. We are a volunteer run rescue and our adoption process includes adoption application screening, home visits, and adoption follow up.

ARTICLE II — MEMBERSHIP

Section 1 — Membership: Membership shall consist of the board of directors.

ARTICLE III — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 20, but not fewer than 16 members. The board receives no compensation other than reasonable expenses.

Section 2 — Terms: All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

Section 3 — Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 4 — Board elections: During the last quarter of each fiscal year of the corporation, the board of directors shall elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 5 — Election procedures: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6 — Quorum: A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

Section 7 — Officers and Duties: There shall be three officers of the board, consisting of two directors, and a secretary/treasurer. Their duties are as follows: The directors shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: directors, secretary/ treasurer. The directors shall chair committees on special subjects as designated by the board. The secretary shall be responsible for keeping records of board

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actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 8 — Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the secretary. A board members shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 — Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

ARTICLE IV — COMMITTEES

Section 1 — Committee formation: The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board director appoints all committee chairs.

Section 2 — Executive Committee: The three officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 — Finance Committee: The treasurer is the chair of the Finance Committee, which includes three board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public upon written request.

ARTICLE V — DIRECTOR AND STAFF

Section 1 — Executive Director: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

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ARTICLE VI — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two thirds majority vote on April 1, 2015.

Secretary *Dawn Cardinal* Date *4-1-15*