

A Resolution to Amend the Articles of Incorporation

September 22nd, 2022

Whereas, Southern Nevada Anthropomorphic Events is seeking 501(c)(3) recognition from the IRS, and;

Whereas, as a requirement for 501(c)(3) recognition, the Articles of Incorporation for the Organization must include language limiting its purpose to that allowed under Section 501(c)(3) of the Internal Revenue Code, and prohibiting benefit to individual members, officers, or directors, and;

Whereas, the Organization wishes to grant specific powers over the governing of the Organization to its voting members; now, therefore, be it

Resolved, that the Articles of Incorporation of Southern Nevada Anthropomorphic Events are hereby amended to read as follows:

Articles of Incorporation of Southern Nevada Anthropomorphic Events

Adopted by the Board of Directors on September 22nd, 2022

The undersigned, a majority of whom are citizens of the United States, desiring to form a Nonprofit Corporation under the Nonprofit Corporation Law of Nevada, do hereby certify:

Article 1 – Name

The name of the Corporation shall be Southern Nevada Anthropomorphic Events.

Article 2 – Location

The place in this state where the principal office of the Corporation is to be located is Clark County.

Article 3 – Purpose

Said corporation 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 section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 4 – Directors

The names and addresses of the persons who are the directors of the corporation as of the filing of these Articles are as follows:

- Name: Addison Christian Sorca, Address: PO Box 71953, Las Vegas, NV 89170
- Name: Tanner Bates, Address: 8452 Trudeau Ave., Las Vegas, NV 89143
- Name: Parker Dean Franklin, Address: 608 Heartline Drive, Las Vegas, NV 89145
- Name: Keno Hsueh, Address: PO Box 22001, GMF Barrigada, Guam 96921

Article 5 – Inurement Prohibited

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article 3 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, 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.

Article 6 – Dissolution

Upon the dissolution of the corporation, 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 in which the principal office of the corporation 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.

Article 7 – General Meetings

Any action properly made at a duly called meeting of the General Membership, the makeup of which shall be determined by the Bylaws of the Corporation, shall be considered adopted by the Corporation unless it is in conflict with existing Bylaws, the Articles of Incorporation, the laws of Nevada, or the laws of the United States. The Board of Directors may not overrule any action made by the General Membership.

Article 8 – Elections

An election of the Board of Directors for the Corporation, to fill no less than one-quarter of the seats on said board, shall take place at least once every four years. The time, place, and manner of these elections shall be determined by the Bylaws of the Corporation, and the entirety of the General Membership shall be empowered to participate.

Article 9 – Amendments

These Articles of Incorporation may be amended by the Board of Directors by a two-thirds vote.

In witness whereof, we have hereunto subscribed our names this ____ day of September, 2022.