

Nevada State Elks Association (NSEA)

**Nevada State Elks Charities Fund Incorporated
Articles of Incorporation**

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

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RECEIPT #C 73535
CAL J. POTTER, III
1124 SHADOW LANE
LAS VEGAS, NEVADA 89102

(Recreated from copy - Copy of Original is on file with the NSEA Secretary)

**ARTICLES OF INCORPORATION
OF
NEVADA STATE ELKS CHARITIES FUND INCORPORATED
(A NON-PROFIT CORPORATION)**

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KNOW ALL NEW BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Nevada, NRS 81.410-540, inclusive, and we do hereby certify:

ARTICLE I - NAME

The name of the corporation is: **NEVADA STATE ELKS CHARITIES FUND INCORPORATED.**

ARTICLE II - PURPOSE AND POWERS

A. The purpose for which the Corporation is formed is to perform charitable functions, to maintain, preserve and control the quality of the fraternal brotherhood of the Elks, and to perform all of the duties and obligations of the Corporation as set forth in the By-Laws, and as the same may be amended from time to time as therein provided.

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B. The Corporation shall be nonstock, and no dividends or pecuniary profit shall be declared or paid to the members, trustees or officer thereof.

C. At all elections of Trustees, each Delegate and representative shall be entitled to one (1) vote, and the election of new trustees shall be by a two-thirds vote of those present.

D. The number of Trustees of the Corporation may, from time to time, be increased by an amendment to the By-Laws of this Corporation in that regard and without the necessity of amending these Articles of Incorporation.

ARTICLE III - RESIDENT AGENT

The Resident Agent for the Corporation shall be CAL J. POTTER, III ESQ., 1125 Shadow Lane, Las Vegas, Nevada 89102, and the principle office of the Corporation shall be located at POTTER LAW OFFICE, 1125 Shadow Lane, Las Vegas, Nevada 89102. Offices for the transaction of the business of said Corporation may be established in any other town or city in the State of Nevada, or in any other state or territory, where general offices for the transaction of the business of said Corporation and the holding of the meetings of the Board of Directors of said Corporation may be established and maintained.

ARTICLE IV - DURATION

The period of duration of this nonprofit Corporation shall be perpetual.

ARTICLE V - NONPROFIT STATUS

The Corporation shall be nonstock, and no dividends or pecuniary profit shall be declared or paid to the members thereof.

ARTICLE VI - TRUSTEES

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The affairs of the Corporation shall be managed by a Board which shall be styled Trustees, of at least three (3) in number, who shall be members of the Corporation. The number of Trustees may be changed by amendment of the By-Laws of the Corporation. The names and addresses of the persons who are appointed or elected to act as the first Board of Trustees of this corporation and to serve until the election or appointment of their successors are:

Walter Graham
541 Blackmore
Henderson, Nevada 89015

Cal J. Potter, III
1125 Shadow Lane
Las Vegas, Nevada 89132

Marlen Hoesly
2728 Polar Court
Las Vegas, Nevada 89121

No person shall be eligible to act as a Trustee in this corporation unless they shall be:

- (a) A resident of the State of Nevada; and
- (b) A member in good standing of and Elks in Nevada which holds current membership in the Nevada State Elks Association.

The number of Trustees of this Corporation may from time to time, be increased by an amendment to the Bylaws of this Corporation in that regard and without the necessity of amending these Articles of Corporation.

ARTICLE VII - ELECTIONS

The duly elected or appointed Board of Trustees shall have the power and authority to elect or appoint officers of the Board, i.e. President, Vice President, Second Vice President, Secretary and Treasurer.

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If a member of the Board of Trustees shall fail to apply himself diligently to the purposes of the corporation or shall cease for other reasons, to be qualified, the Board of trustees shall terminate his term, declare a vacancy, and may, with the approval of the Board of Trustees of Nevada State Elks Association, fill such vacancy with a qualified person to complete the unexpired term of the vacancy.

If a member of the Board of Trustees shall fail to apply himself diligently to the purpose of the corporation or shall cease for other reasons, to be qualified, the Board of Trustees shall terminate his term, declare a vacancy, and may with the approval of the Board of Trustees of the Nevada State Elks Association, fill such vacancy with a qualified person to complete the unexpired term of the vacancy.

ARTICLE VIII - TAX EXEMPT STATUS

(1) This corporation is one that does not contemplate any pecuniary gain or profit to the members thereof. All funds raised by this corporation, with the exception of such part thereof as may be required to meet the reasonable expense of maintaining this corporation and its relief, charitable, and welfare activities, shall be held for distribution and distributed, paid over or made available only for all or any purposes aforesaid. No part or portion of the net receipts, earnings or funds of this corporation shall at any time inure to the benefit of any private members of the corporation, or other individual. The property of the corporation is irrevocable dedicated to charitable purposes, and upon liquidation, dissolution, or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distribute to a non-profit fund, foundation, or corporation

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which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

(2) During any period of time in which the Corporation is deemed to be a private foundation as defined in Section 509 of the Internal Revenue Code of 1954, as amended, anything contained in these Articles to the contrary notwithstanding, the Corporation shall not engage in any act of self-dealing (as defined in Section 4943(d) of the Internal revenue Code of 1954, as amended); from retaining any excess business holding (as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended) in such manner as to subject the Corporation to tax under Section 1943 of the said Code; from making any investment in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code of 1954, as amended, from making any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended). The income of the Corporation shall be distributed at such time and in such manner as to not subject the Corporation to tax under Section 4943 of the said Internal Revenue Code.

ARTICLE IX - DISSOLUTION

A. In the event of the dissolution of the Corporation, no distribution of any of the property or the assets of the Corporation shall be made to any trustees, officer, or employee of the Corporation, or any other private individual, but all of such property and assets shall be applied to, and paid over, in the discretion of the Trustees, to an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, or any corresponding future statute.

B. The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of

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the members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriated public agency to be used for purposes similar to those for which this corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X - INDEMNIFICATION

Pursuant to NRS 82.221, the Corporation will indemnify any Trustee of the Corporation for his personal liability to the Corporation for breach of his respective fiduciary duty except where:

- (a) such act or omission involves intentional misconduct, fraud, or a knowing violation of law; or
- (b) the payment of dividends in violation of NRS 82.136.

ARTICLE XI - AMENDMENTS

These Articles may be amended in manner provided by statute at the time of amendment.

ARTICLE XII - BY-LAWS

The members, at a regular or special meeting, by a vote of a majority of a quorum of members present in person or proxy may amend or make additional By-Laws.

IN WITNESS WHEREOF, We have hereunto set our hands this 29 day of December, 1992.

CAL J. POTTER, III
WALTER GRAHAM
MARLEN HOESLY

*Copy of original on
file with the NSEA
Secretary*