



DEAN HELLER
Secretary of State

202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684 5708

**Nonprofit Articles of
Incorporation**
(PURSUANT TO NRS 82)

Office Use Only:

FILED # C10286.02

APR 24 2002

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

Important: Read attached instructions before completing form.

<p>1. Name of Corporation:</p>	<p>THE MINUTEMAN FOUNDATION, Inc.</p>
<p>2. Resident Agent Name and Street Address: <i>(must be a Nevada address where process may be served)</i></p>	<p>MARK SEGAL Name 720 S. Fourth Street, Ste., 200 Las Vegas, NEVADA 89101 Physical Street Address City State Zip Code Additional Mailing Address City State Zip Code</p>
<p>3. Names, Addresses, Number of Board of Directors/Trustees:</p>	<p>The First Board of Directors/Trustees shall consist of <u>3</u> members whose names and addresses are as follows:</p> <p>1. M. Favil West Name 2831 Valley Drive, Henderson NV 89052 Street Address City State Zip Code</p> <p>2. Charles W. Davis Name 1605 Preston Park Henderson NV 89052 Street Address City State Zip Code</p> <p>3. Robert Thode Name 1867 Redwood Valley Henderson NV 89052 Street Address City State Zip Code</p> <p>4. Name Street Address City State Zip Code</p>
<p>4. Purpose:</p>	<p>The purpose of this Corporation shall be: Any Lawful Purpose</p>
<p>5. Other Matters: <i>(see instructions)</i></p>	<p>Number of additional pages attached: <u>3</u></p>
<p>6. Names, Addresses and Signatures of Incorporators: <i>attach additional pages if there are more than 2 incorporators.</i></p>	<p>Prestine Cotton Name Signature 720 S. Fourth Street, Ste., 200 Las Vegas, NV 89101 Street Address City State Zip Code</p> <p>Name Signature Street Address City State Zip Code</p>
<p>7. Certificate of Acceptance of Appointment of Resident Agent:</p>	<p>I, <u>MARK SEGAL</u> hereby accept appointment as Resident Agent for the above named corporation. <i>Mark Segal</i> Authorized Signature of R.A. / or On Behalf of R.A. Company Date <u>4/24/02</u></p>

This form must be accompanied by appropriate fees. See attached fee schedule.

ADDITIONAL PROVISIONS

The undersigned, to form a nonprofit corporation under Chapter 82 of the Nevada Revised Statutes, certifies that:

1. **PURPOSE AND LIMITATIONS:** The corporation is organized under the Nonprofit Public Benefit Corporation Law under NRS Chapter 82 exclusively as a nonprofit benefit corporation for charitable purposes and is not organized for the private gain of any person. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of any candidate for public office.
 - a. The Corporation's purposes as herein stated below shall be carried out by its Board of Trustees in a manner that will enable the Corporation to qualify as a nonprofit corporation. The specific purpose for which this Corporation is organized is to provide services specifically designed to meet, in a significant manner, the physical or social needs of elderly persons including but not limited to:
 - (i) information and referral services to assist senior citizens in accessing and understanding services available through social and welfare agencies regarding such matters as health care, transportation, mobile means, counseling, education and senior employment;
 - (ii) organizing volunteers to assist with elder care services;
 - (iii) the provision of other services to needy seniors to improve their quality of life and awareness of health and service resources available in the community;
 - b. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on:
 - (i) by a corporation exempt from federal income tax under section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law);
 - (ii) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
 - c. Except as limited herein, the corporation has all rights, privileges, and powers granted or permitted by law, including those set forth in NRS 82.121, which are incorporated herein by this reference.
 - d. The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net earnings of the Corporation shall inure to the benefit of any Trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's purposes as herein defined).

TRUSTEES: The corporation shall be governed by a Board of Trustees consisting of at least one Trustee. The number of Trustees may from time be increased or decreased as permitted by law and in the manner provided for in the bylaws of the corporation. A Trustee may be removed only for cause related to misfeasance or malfeasance in office, fraud, dishonesty, immorality, criminal wrongdoing, or other lack of integrity. A trustee who has been declared, by a court of competent jurisdiction, to be incompetent or otherwise unable to carry out the duties of a trustee by reason of mental or physical disability shall have no vote during the period of incompetence or disability. Except as provided otherwise in the bylaws, the Board of Trustees has full authority to elect a chairman of the board and other officers it deems appropriate and to delegate to them such authority as it deems necessary to carry out the purposes of the corporation.

MEMBERS: The corporation shall have no members other than the Trustees.

AMENDMENT: These Articles may be amended by a vote of a majority of the Trustees; provided that any amendment shall be void to the extent it adversely affects the status of the Corporation as a nonprofit corporation.

BYLAWS: The Trustees shall adopt bylaws to govern the administration and management of the corporation.

a. The bylaws shall be consistent with Nevada law and these Articles of Incorporation and shall be void to the extent they are inconsistent therewith.

b. The selection, removal, replacement, terms, duties, and powers of the corporation's Trustees and officers shall be governed by the bylaws.

INDEMNIFICATION: The Corporation shall indemnify its officers and Trustees.

a. The Corporation hereby indemnifies any Trustee or officer made a party or threatened to be made a party to any threatened, pending or complete action, suit or proceeding:

a. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Trustee or officer of the Corporation, or in his capacity as trustee, director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Trustee or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

DISSOLUTION: Upon dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation selected by the Board of Trustees in its sole discretion (or to the extent they fail to do so, a court of competent jurisdiction), 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. No Trustee or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

7.

c. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

b. The Board of Trustees shall have the sole discretion to determine whether amounts for which a Trustee or officer seeks indemnification were properly incurred and whether such Trustee or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding.

b. By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Trustee or officer of the Corporation, or by reason of his being or having been a trustee, director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

ARTICLES OF INCORPORATION

The Minuteman Foundation

Additional Directors

Charles W. Davis
1605 Preston Park
Henderson, NV 89052

Robert Thode
1867 Redwood Valley
Henderson, NV 89052

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STATE OF NEVADA - SECRETARY OF STATE

CERTIFICATE

FILE NUMBER



I, Dean Heller, the duly qualified Secretary of State of Nevada do hereby certify that the above nonprofit corporation after having paid the appropriate annual fee for the filing in this office a list of its officers and directors and designation of resident agent for the above filing period, together with any required penalty and having also filed the aforesaid list as required by Nevada Revised Statutes Section 82.193, as amended, is hereby authorized to transact and conduct business within this state for the aforesaid period.

THIS CERTIFICATE BECOMES A RECEIPT UPON BEING VALIDATED BY THE OFFICE OF SECRETARY OF STATE

A handwritten signature in cursive script that reads "Dean Heller".

DEAN HELLER
Secretary of State