

**ARTICLES OF INCORPORATION**  
**OF THE**  
**NEVADA STATE COLLEGE FOUNDATION**

The undersigned incorporators, citizens of the United States of the age of 21 years or more, desiring to form a nonprofit corporation under the provisions of Sections 82.081 through 82.116, inclusive, of the Nevada Revised Statutes as they may be amended from time to time, do execute, acknowledge and deliver in duplicate to the Secretary of State of the State of Nevada the following Articles of Incorporation.

**ARTICLE 1**

**NAME**

The name of the corporation shall be:

**NEVADA STATE COLLEGE FOUNDATION**

**ARTICLE II**

**PERIOD OF DURATION**

This corporation shall exist in perpetuity, from the date of filing of these Articles of Incorporation with the Secretary of State of the State of Nevada, unless dissolved according to law.

**ARTICLE III**

**OBJECTS AND PURPOSES**

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and in this connection, subject to the restrictions set forth below, the objects and purposes of the corporation and the nature of the business to be carried on by it are as follows:

- (a) To aid, support, and assist the maintenance, promotion, growth, and improvement of the Nevada State College, its faculty, staff, students, and facilities, and to enhance and stimulate the quality of education at, and the standards and potentials of the Nevada State College as an institution of higher learning;
- (b) To receive, maintain, and administer a fund of real and personal property, derived from all sources whatsoever, and subject to the terms of any specific gift, grant, bequest, or devise and to the restrictions set forth below, to use, apply, and distribute the income from and the principal of such a fund exclusively to, for the benefit of, or to carry out the purposes of the Nevada State College or any organizations that are affiliated with the Nevada State College and are exempt from federal income taxation;
- (c) To serve as an innovative, flexible, and efficient vehicle to facilitate the solicitation and management of gifts, grants, bequests, and devises for the benefit of the Nevada State College;
- (d) To provide or make available funds for expenditures by the administration of the Nevada State College for general or specific academic purposes, including without limitation defraying capital and ordinary expenses, financing, professorships and graduate fellowships, sponsoring lectures, conferences,

- institutes, and symposia, assisting authors, artists, scholars, scientists, and other persons whose knowledge, talent, and skill contribute importantly to the welfare of humanity, and securing for the Nevada State College the benefit of the wisdom, experience, and abilities of distinguished persons who have excelled in their respective fields of endeavor;
- (e) To grant or provide for scholarships, loans, or other assistance to individuals who have demonstrated academic promise or achievement, to encourage and furnish funds for research, public service, and teaching, and otherwise to assist in the development of enhanced and expanded educational opportunities for, and service to, the citizens of the State of Nevada by the Nevada State College; and
- (f) To do and engage in all lawful activities that further or are consistent with the preceding objects and purposes of the corporation.

#### **ARTICLE IV**

#### **POWERS**

In furtherance of the preceding objects and purposes, the corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Nevada.

#### **ARTICLE V**

#### **RESTRICTIONS ON POWERS**

Notwithstanding any other provision of these Articles of Incorporation, the powers of the corporation are restricted as follows:

- (a) The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (1) by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code or (2) by an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Internal Revenue Code.
- (b) No part of the net earnings of the corporation shall inure to the benefit of any Trustee or officer of the corporation or any other private individual (except that reasonable compensation may be paid for, and reimbursement may be paid for reasonable expenses incurred in connection with, services rendered to or for the corporation affecting one or more of its purposes and except that payments may be made to a private individual other than a Trustee or officer of the corporation in furtherance of the purposes and objects set forth in Article III and no Trustee or officer of the corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
- (c) The corporation shall not carry on propaganda or otherwise attempt to influence legislation, and the corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; nor shall the

corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

**ARTICLE VI**  
**PROHIBITED ACTS**

Notwithstanding any other provision of these Articles of Incorporation, if this corporation at any time is a private foundation, as defined in Section 509 of the Internal Revenue Code, the following provisions shall apply:

- (a) The corporation shall distribute its income for each taxable year at such time and in such a manner as not to subject the corporation to the tax imposed under Section 4942 of the Internal Revenue Code;
- (b) The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code;
- (c) The corporation shall not retain any excess business holdings, as defined in Section **4943(c)** of the Internal Revenue Code;
- (d) The corporation shall not make any investments in such a manner as to subject the corporation to the tax imposed under Section 4944 of the Internal Revenue Code;
- (e) The corporation shall not make any taxable expenditure, as defined in Section 4945(d) of the Internal Revenue Code.

**ARTICLE VII**

## **MEMBERSHIP AND CAPITAL STOCK**

The members of the Board of Regents of the Nevada State College, during the term of their office as members of the Board of Regents of that institution, shall constitute the membership of the corporation. The corporation shall have no capital stock.

### **ARTICLE VIII**

#### **BOARD OF TRUSTEES**

The affairs and management of the corporation shall be under the control of a Board of Trustees. During the corporation's first year of existence, the Board of Trustees of the corporation shall consist of at least five Trustees, each one of whom shall be appointed by the members of the corporation from candidates nominated either by the members or by the Board of Trustees of the corporation, to serve for a term of six years and until his successor shall have been similarly appointed and shall have qualified, except that the terms of the initial Trustees shall be as stated below. The names and addresses of the persons who shall serve as the initial Trustees of the corporation, and the terms of their office, are as follows:

The President of the University of Nevada State College Foundation and such other persons as may be described in the bylaws of the corporation shall serve ex officio as members of the Board of Trustees, but shall not be entitled to vote with respect to any matter presented to a vote of the Board of Trustees.

### **ARTICLE IX**

## **BYLAWS**

The Board of Trustees shall have the power to make such bylaws as it may deem proper for the management of the affairs of the corporation, provided that the initial bylaws of the corporation and any subsequent amendments to, alterations of, changes in, or repeal of the bylaws shall not become effective unless they have been submitted to and approved by a majority of the members of the corporation. Such bylaws shall further prescribe the authority under which conveyance or encumbrance of all or any part of the corporate property may be made, and the persons who shall be authorized to execute the instruments of conveyance or encumbrance.

**ARTICLE X**

**OFFICERS**

The corporation shall have such officers as may from time to time be prescribed by the bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the bylaws then in effect.

**ARTICLE XI**

**PRINCIPAL OFFICE; REGISTERED OFFICE; AND REGISTERED**

**AGENT**

The principal office for the transaction of the business of the corporation in the State of Nevada shall be in Clark County. The address of the initial registered office of the corporation is the Office of the President, James B. Gibson, Esq., 701 North Green Valley Parkway #105, Henderson, Nevada 89014, and the name of the registered agent at such address is James B. Gibson, Esq. Either the registered office or the registered agent may be changed in the manner permitted by law.

**ARTICLE XII**

**INVESTMENT OF ASSETS**

To the extent and in the manner provided in the bylaws of the corporation, the Board of Trustees may delegate to a finance committee the power exclusively to control, manage, invest

and dispose of the property of the corporation for the purposes of earning income, as distinguished from the application of such property and its income for the accomplishment of the charitable or educational objects and purposes of the corporation, which committee shall consist of not less than three members of the Board of Trustees and which shall be designated by the Board of Trustees, subject to approval by a majority of the members.

### **ARTICLE XIII**

#### **NONDISCRIMINATORY POLICY**

The corporation shall make its services, facilities, funds, and programs available to all persons regardless of race, color, creed, national origin, sex, or handicap, and the corporation shall not in any way discriminate against any person on the basis of race, color, creed, national origin, sex, or handicap.

### **ARTICLE XIV**

#### **CHANGE IN ARTICLES OF INCORPORATION**

Either the members or the Board of Trustees of the corporation shall have the right from time to time to propose or recommend that the corporation be dissolved or that any provision contained in these Articles of Incorporation be amended, altered, changed, or repealed, provided that no such plan of dissolution of amendment, alteration, change, or repeal shall become effective unless it has been submitted to and approved by all the members of the corporation, and provided that no such amendment, alteration, change, or repeal shall be made which shall:

- (a) Amend, alter, change, or repeal the restrictions set forth in Articles V and VI unless the Internal Revenue Code changes so that so amending, altering, changing, or repealing such restrictions would not disqualify the corporation for federal income tax exemption under Section 501(c)(3) of the Internal Revenue Code or as an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Internal Revenue Code.
- (b) Operate to permit the use, application, or disbursement of any of the principal or income of all or any part of the corporate property for any purpose other than those expressly provided for in these Articles of Incorporation, or other than exclusively for charitable or educational purposes.
- (c) Operate to permit the principal or income of any bequest, devise, grant, or gift to this corporation to be used contrary to the conditions, limitations, or restrictions contained in any such bequest, devise, grant, or gift.

## **ARTICLE XV**

### **DISSOLUTION**

Upon any liquidation, dissolution, or winding up of the corporation, after paying or adequately providing for the payment of all the obligations and liabilities of the corporation, the Board of Trustees shall dispose of all the assets owned by the corporation by transferring such assets exclusively to or for the benefit of the Board of Regents of the Nevada State College to be held in trust exclusively for the use and benefit of the Nevada State College.

**ARTICLE XVI**  
**INTERNAL REVENUE CODE**

All references herein to the Internal Revenue Code shall be deemed to mean the Internal Revenue Code of 1954, as it presently is constituted, as it may be amended, or any successor statute of similar purpose.

**ARTICLE XVII**  
**INCORPORATORS**

The names and addresses of the incorporators are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
James B. Gibson, Esq.	701 North Green Valley Parkway #105 Henderson, Nevada 89014
Diane Lewis	941 Texas Brand Court Henderson, Nevada
Gina Peters	1057 Geranium Drive Henderson, Nevada 89015

DATED this \_\_\_\_ of \_\_\_\_\_, 2000.

STATE OF NEVADA        )  
                                  ) SS:  
COUNTY OF CLARK     )

James B. Gibson, Diane Lewis and Gina Peters, being first duly sworn, do hereby say that they are the Incorporators of the foregoing Nevada State College Foundation, Inc., that they have read the foregoing Articles of Incorporation and know the contents thereof, that the same are true and correct to their own knowledge, and they executed the foregoing Articles of Incorporation as incorporators of such corporation.

\_\_\_\_\_  
James B. Gibson, Esq.

\_\_\_\_\_  
Diane Lewis

\_\_\_\_\_  
Gina Peters

Subscribed and Sworn to before me

this \_\_\_\_\_ day of \_\_\_\_\_, 2000.

\_\_\_\_\_  
NOTARY PUBLIC  
in and for said County and State