

ARTICLES OF INCORPORATION
OF
LAS VEGAS PC USERS GROUP
(As filed with NV Secretary of State (18 May 1989))

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, do hereby associate ourselves together for the purpose of forming a non-profit Corporation under the laws of the State of Nevada, N.R.S. 81.290, et al, and for that purpose we hereby adopt the Articles of Incorporation as follows:

ARTICLE I
NAME

The name of the Corporation shall be the **LAS VEGAS PC USERS GROUP**.

ARTICLE II
INCORPORATORS

The names, residences and post office addresses of the incorporators are:

B.G. Dickstein
2900 Coast Line Court
Las Vegas, Nevada 89117

Gale Gorman
4016 Meadow Valley Lane
Las Vegas, Nevada 89107

Keith Heisserman
2016 Fontana Avenue
Las Vegas, Nevada 89106

Max Vickers
2572 Laconia Avenue
Las Vegas, Nevada 89121

Robert Beers
300 South Fourth Street
Las Vegas, Nevada 89101

ARTICLE III
LOCATION

The principal office of this Corporation shall be located in Clark County, Las Vegas, Nevada. The initial location shall be 1415 South Arville Street, Suite B, Las Vegas, Nevada 89102. This Corporation may establish such other office or offices and conduct its affairs both within and without the State of Nevada, as it determines to be necessary or expedient to carry out the purposes of this Corporation.

ARTICLE IV
PURPOSE AND POWER OF THE CORPORATION

The general nature of the business to be transacted by this Corporation and the objects and purposes proposed to be transacted, promoted and carried on by this Corporation, and its powers in connection therewith, are as follows:

The objects of this Corporation shall be to assist and support, provide service, promote and stimulate interest solely for educational, scientific or general charitable and eleemosynary purposes. The specific purposes for which it is formed are to provide a forum in the greater Las Vegas community for the exchange of ideas and information regarding personal computers; to provide assistance in solving hardware and software problems; to provide access to software in the public domain; and to further the common good by fostering the development of computer-related skills.

The foregoing paragraph shall be construed as the objects, purposes and powers of this Corporation, and it is expressly intended that said objects, purposes and powers shall not be limited or restricted by reference to or inference from the terms of any other clause, term or paragraph herein contained, except as to limitations imposed upon non-profit Corporations for a tax-exempt status.

This organization is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed 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 Four thereof. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Upon the winding up of any dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to non-profit fund, foundation, or Corporation which organized and operated exclusively for educational, charitable, religious, literary, and/or scientific purposes and which established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE V
MEMBERSHIP

The terms of admission to membership in this Corporation shall be open to anyone regardless of race, creed, sex, marital status, sexual orientation or national origin. The By-Laws shall prescribe the terms and qualification of membership.

ARTICLE VI
DISSOLUTION
(As amended by resolution June 14, 1990)

The property of this Corporation is hereby forever and irrevocably dedicated to charitable ~~and~~ educational purposes, and in the event of liquidation or dissolution of the Corporation or the abandonment of any property owned by it, such property shall not inure to the benefit of any private person but shall be distributed to a fund, foundation, or Corporation organized and operated for scientific, charitable, or educational purposes, which have, by reason of their charitable, scientific or educational purposes, have been held ~~to be~~ exempt under the provisions of Section 501(c)(3) ~~or 501(e)(6)~~ of the Internal Revenue Code of 1986, or any amendment or amendments thereto which may be made from time to time, to the end that humanitarian objects or purposes for which this Corporation is established shall be furthered and perpetuated. This Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE VII
NON-PROFIT CORPORATION

This Corporation shall be a non-profit Corporation and shall have no capital stock and no dividends or pecuniary profits shall be declared or paid to the Trustees or officers thereof. No part of the net earnings of the Corporation shall inure to the benefit of any Director, officer or member of the Corporation, or any private individual; provided, however, that reasonable compensation may be paid for services rendered to the Corporation in furtherance of its purposes.

ARTICLE VIII
AMENDMENT OF ARTICLES

The Articles of Incorporation may be amended by the affirmative vote of seventy-five percent (75%) of the entire membership in good standing at a meeting called for that purpose. In addition, notice of intention to amend the Articles must be served upon the attorney general at least thirty (30) days before the meeting. After any such Amendment has been approved by the Trustees, a copy of the amended Articles must be filed with the Nevada Secretary of State.

**ARTICLE IX
COMMENCEMENT**

The time of commencement of the existence of this Corporation shall be the date of filing of these Articles of Incorporation with the Nevada Secretary of State.

**ARTICLE X
DURATION**

The term of this Corporation shall be for fifty (50) years.

**ARTICLE XI
BOARD OF TRUSTEES**

The affairs of this Corporation shall be conducted by a Board of Trustees and such officers as the association Board of Trustees shall consist of at least five (5) persons. The following named persons shall be the Trustees of this Corporation:

B.G. Dickstein
2900 Coast Line Court
Las Vegas, Nevada 89117

Gale Gorman
4016 Meadow Valley Lane
Las Vegas, Nevada 89107

Keith Heisserman
2016 Fontana Avenue
Las Vegas, Nevada 89106

Max Vickers
2572 Laconia Avenue
Las Vegas, Nevada 89121

Robert Beers
300 South Fourth Street
Las Vegas, Nevada 89101

The Board of Trustees of this Corporation shall have the power, without any action on the part of the members, to adopt, alter, amend, or repeal By-Laws of this Corporation and make all rules and regulations necessary or expedient to the conduct of the affairs of this Corporation.

Said Trustees shall serve for a term of one (1) year. The members in good standing shall elect new members to the Board at the annual meeting of the Corporation. Individuals may serve more than one (1) term.

**ARTICLE XII
INDEMNIFICATION**

Any person who at any time shall serve, or shall have served, as a director, officer or employee of the Corporation, shall be indemnified by the Corporation against all costs and expenses (including, but not limited to, counsel fees, amounts of judgments paid, and amounts paid in settlement) reasonably incurred in connection with the defense of any claim, action, suit or proceeding, whether civil, criminal, administrative, or other, in which he, or they, may be involved by virtue of being or having been a director, officer, or employee; provided, this indemnity shall not be operative in respect to (i) any matter as to which such person shall have been finally adjudged in any action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties or (ii) any matter settled or compromised which arises out of or results from his own negligence or misconduct.

This indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholder, or otherwise.

**ARTICLE XIII
VOTING RIGHTS**

The voting power of the members that are the members of the Board of Trustees and the other members shall be unequal. Members of the Board of Trustees shall have the exclusive right to vote for membership to the Board, and shall review all applications for new members. Additional members to the Board of Trustees shall be selected from the membership.

**ARTICLE XIV
AMENDMENT OF BY-LAWS**

The power to amend or alter the By-Laws of the Corporation shall be conferred on the Board of Trustees, and not by the membership.

**ARTICLE XV
LIMITED LIABILITY**

There shall be no personal liability of a director or officer to the Corporation or its stockholders for damages for breach of fiduciary duty as an officer or director, but in no event shall this provision apply to an officer or director for:

- A. Acts or omissions which involve intentional misconduct, fraud or a knowing violation of law; or

- B. The payment of dividends in violation of NRS 78.300.

**ARTICLE XVI
PROHIBITED ACTS**

The following acts are prohibited:

1. Engaging in any act of "self dealing" (as defined in Internal Revenue Code of 1986 ("IRC") §4941(d) which would give rise to any liability for the tax imposed by IRC §4941(a).
2. Retaining any "excess business holdings" (as defined in IRC §4943(c)) which would give rise to any liability for the tax imposed by IRC §4943(a).
3. Making any investments which would jeopardize the carrying out of any of the exempt purposes of the organization within the meaning of §4944, so as to give rise to any liability for the tax imposed by IRC §4944(a).
4. Making any "taxable expenditures" (as defined in IRC §4945(d) which would give rise to any liability for the tax imposed by IRC §4945(a).

**ARTICLE XVII
PRINCIPAL OFFICE AND REGISTERED AGENT**

The principal office and place of business in Clark County, City of Las Vegas, State of Nevada of this Corporation shall be located at 1415 South Arville Street, Suite B, Las Vegas, Nevada 89102. The resident agent of the Corporation is B.G. DICKSTEIN, whose address is 1415 South Arville Street, Suite B, Las Vegas, Nevada 89102.

IN WITNESS WHEREOF, the said incorporators hereunto signed these Articles of Incorporation this ____ day of _____, 19__.

B. G. DICKSTEIN

GALE GORMAN

KEITH HEISSERMAN

MAX VICKERS

ROBERT BEERS

STATE OF NEVADA)
) ss:
COUNTY OF CLARK)

On _____, 19__ personally appeared before me, a Notary Public,
B. G. DICKSTEIN who acknowledged that he executed the above instrument.

NOTARY PUBLIC

STATE OF NEVADA)
) ss:
COUNTY OF CLARK)

On _____, 19__, personally appeared before me, a Notary Public,
GALE GORMAN, who acknowledged that he executed the above instrument.

NOTARY PUBLIC

STATE OF NEVADA)
) ss:
COUNTY OF CLARK)

On _____, 19__, personally appeared before me, a Notary Public,
KEITH HEISSERMAN, who acknowledged that he executed the above instrument.

NOTARY PUBLIC

STATE OF NEVADA)
) ss:
COUNTY OF CLARK)

On _____, 19__, personally appeared before me, a Notary
Public, **MAX VICKERS**, who acknowledged that he executed the above instrument.

NOTARY PUBLIC

STATE OF NEVADA)
) ss:
COUNTY OF CLARK)

On _____, 19__, personally appeared before me, a Notary Public,
ROBERT BEERS, who acknowledged that he executed the above instrument.

NOTARY PUBLIC