BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

040304

Articles of Incorporation of

(Name of Close Corporation)

A Close Corporation

(PURSUANT TO NRS CHAPTER 78A)

(Name of corporation MUST appear in the above heading)

USE BLACK INK ONLY - DO NOT HIGHLIGHT **ABOVE SPACE IS FOR OFFICE USE ONLY**

1. Name of Close Corporation:

2. Registered Agent for Service of Process: (check only one box)

☐ Commercial Registered Agent: _____
Name

☐ Noncommercial Registered Agent (name and address below) ***OR*** ☐ Office or Position with Entity (name and address below)

Name of Noncommercial Registered Agent **OR** Name of Title of Office or Other Position with Entity

Street Address | City | Nevada | Zip Code

Mailing Address (if different from street address) | City | Nevada | Zip Code

3. Authorized Stock: (number of shares corporation is authorized to issue)

Number of shares *with par value:* _____ Par value per share: $ _____ Number of shares *without par value:* _____

4. Governing Board: (check one box; if yes, complete article 5 below)

This corporation is a close corporation operating with a board of directors ☐ Yes **OR** ☐ No

5. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)

1) Name
Street Address | City | State | Zip Code

2) Name
Street Address | City | State | Zip Code

6. Purpose: (optional; see instructions)

The purpose of the corporation shall be:

7. Benefit Corporation: (see instructions) ☐ Yes

8 Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

Name | **X** **Incorporator Signature**

Address | City | State | Zip Code

9. Certificate of Acceptance of Appointment of Registered Agent:

I hereby accept appointment as Registered Agent for the above named Entity.

X
Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity | Date

This form must be accompanied by appropriate fees.

Reset

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Instructions for Articles of Incorporation Close Corporation

(PURSUANT TO NRS CHAPTER 78A)

IMPORTANT: READ ALL INSTRUCTIONS CAREFULLY BEFORE COMPLETING FORM.

1. *Name of the Corporation:* A name appearing to be that of a natural person and containing a given name or initials must not be used as a corporate name except with the addition of a corporate ending such as Incorporated, Inc., Limited, Ltd., Company, Co., Corporation, Corp. or other words that identify it as not being a natural person. The name must be distinguishable from the names of corporations, limited-liability companies, limited partnerships, limited-liability limited partnerships, business trusts or limited-liability partnerships on file in the office of the Secretary of State. A name may be reserved, if available, for 90 days by submitting a name reservation form with a $25.00 filing fee. For details you may call (775) 684-5708, visit www.nvsos.gov, or write to the Secretary of State, 202 North Carson Street, Carson City, NV 89701-4201.

2. *Registered Agent.* Persons wishing to incorporate in the State of Nevada must designate a person as a registered agent who resides or is located in this state. Every registered agent must have a street address in this state for the service of process, and may have a separate Nevada mailing address such as a post office box, which may be different from the street address.

3. State the number of shares the corporation shall have the authority to issue with par value and its par value in appropriate space provided. State the number of shares without par value in the space provided for shares without par value.

4. Indicate whether the corporation elects to be run by a board of directors. If so, set forth their names and addresses. Use a separate 8 ½ x 11 sheet as necessary for additional directors. Directors must be at least 18 years of age.

5. If it appears from the name and/or purpose of the entity being formed that it is to be regulated by the Financial Institutions Division, Insurance Division, State Board of Professional Engineers and Land Surveyors, State Board of Accountancy or Real Estate Division, the application will need to be approved by the regulating agency before it is filed with the Office of the Secretary of State.

6. Benefit Corporation: By selecting "Yes" you are indicating that the corporation is organized as a benefit corporation pursuant to NRS Chapter 78B with a purpose of creating a general or specific public benefit. The purpose for which the benefit corporation is created must be disclosed in the purpose field.

7. Names and addresses of the incorporators are required. Each incorporator must sign. Additional 8 ½ x 11 white sheet will be necessary if more than 2 incorporators.

8. Registered agent must complete and sign certificate of acceptance at bottom of form or attach a separate signed certificate of acceptance.

9. On a separate 8 ½ x 11, white sheet you may state additional information you wish to be part of the articles. This is an optional provision.

*****IMPORTANT*****

INITIAL LIST OF OFFICERS: **Pursuant to NRS 78.150, each corporation organized under the laws of this state shall, on or before the last day of the first day of the first month after the filing of its articles of incorporation, and annually thereafter, file its list of officers, directors and registered agent. The initial list fee is $150.00. Forms will be mailed to you upon the organization of your corporation and annually thereafter to the corporation's registered agent.**

COPIES: **One file stamped copy of the articles will be returned at no additional charge. To receive a certified copy, enclose an additional $30.00 per certification. A copy fee of $2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order. NRS 78.105 requires that a corporation receive at least one certified copy to be kept in the office of the registered agent. The Secretary of State keeps the original filing.**

CEREMONIAL CHARTER: **Ceremonial (colored) charters are also available for an additional $100.00.**

FILING FEE: **Filing fee is based on the number of shares authorized. Please see the attached fee schedule. Filing may be expedited for an additional $125.00 expedite fee.**

Filing may be submitted at the office of the Secretary of State or by mail at the following addresses:

MAIN OFFICE:
Regular and Expedited Filings

Secretary of State
New Filings Division
202 North Carson Street
Carson City NV 89701-4201
Phone: 775-684-5708
Fax: 775-684-7138

SATELLITE OFFICE:
Expedited Filings Only

Secretary of State – Las Vegas
Commercial Recordings Division
555 East Washington Ave, Suite 5200
Las Vegas NV 89101
Phone: 702-486-2880
Fax: 702-486-2888

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Registered Agent Acceptance

(PURSUANT TO NRS 77.310)

This form may be submitted by: a Commercial Registered Agent, Noncommercial Registered Agent or Represented Entity. For more information please visit http://www.nvsos.gov/index.aspx?page=141

USE BLACK INK ONLY - DO NOT HIGHLIGHT **ABOVE SPACE IS FOR OFFICE USE ONLY**

Certificate of Acceptance of Appointment by Registered Agent

In the matter of _____

Name of Represented Business Entity

I, _____ am a:

Name of Appointed Registered Agent *OR* Represented Entity Serving as Own Agent*

(complete only one)

a) ☐ commercial registered agent listed with the Nevada Secretary of State,

b) ☐ noncommercial registered agent with the following address for service of process:

Street Address | City | Nevada | Zip Code

Mailing Address (if different from street address) | City | Nevada | Zip Code

c) ☐ represented entity accepting own service of process at the following address:

Title of Office or Position of Person in Represented Entity

Street Address | City | Nevada | Zip Code

Mailing Address (if different from street address) | City | Nevada | Zip Code

and hereby state that on _____ I accepted the appointment as registered agent for the above named business entity.

Date

X _____

Authorized Signature of R.A. or On Behalf of R.A. Company Date

*If changing Registered Agent when reinstating, officer's signature required.

X _____

Signature of Officer Date

Reset

230305

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Customer Order Instructions

SUBMIT THIS COMPLETED FORM WITH YOUR FILING

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Processing Service Requested: ☐ Regular ☐ 24-Hour Expedite (additional fee included)

Name of Entity: _____ Date: _____

Return to: _____

Contact Name: _____ Phone: _____

Return Delivery: (email or fax options do not receive a copy via mail; must be ordered separately)

☐ Email to: _____ ☐ Fax to: _____

☐ Hold for Pick Up ☐ Mail to Address Above ☐ FedEx: Acct # _____

☐ Other: (explain below)

Order Description: (include items being ordered and fee breakdown)*****

***PLEASE NOTE:** this office keeps the original paperwork. The first file stamped copy ordered at the time of filing is at no charge. Each additional copy is **$2.00** per page (plus **$30.00** for each certification).

Total Amount: _____

Method of Payment:

☐ Check/Money Order ☐ Credit Card (attach ePayment checklist) ☐ Trust Account: _____

☐ Use balance remaining in job # _____

Reset

230405

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1 or 2-Hour Expedite Customer Order Instructions

SUBMIT THIS COMPLETED FORM WITH YOUR FILING

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Processing Service Requested:

☐ 2-Hour Expedite (additional **$500.00** fee included)

☐ 1-Hour Expedite (additional **$1000.00** fee included)

Name of Entity: _____ Date: _____

Return to: _____

Contact Name: _____ Phone: _____

Return Delivery:

☐ Email to: _____ ☐ Fax to: _____

☐ Hold for Pick Up ☐ Mail to Address Above ☐ FedEx: Acct # _____

☐ Other: (explain below)

Order Description: (include items being ordered and fee breakdown)*****

***PLEASE NOTE:** this office keeps the original paperwork. The first file stamped copy ordered at the time of filing is at no charge. Each additional copy is **$2.00** per page (plus **$30.00** for each certification).

Total Amount: _____

Method of Payment:

☐ Check/Money Order ☐ Credit Card (attach ePayment checklist) ☐ Trust Account: _____

☐ Use balance remaining in job # _____

Reset

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24-hour, 2-hour and 1-hour Expedite Service Guidelines

IMPORTANT: To ensure expedited service, please mark "Expedite" in a conspicuous place at the top of the service request. Please indicate method of delivery.

24-HOUR EXPEDITE SERVICE

The Secretary of State offers a 24-hour expedite service on most filings processed by this office. If you choose to utilize this service, please enclose with your filing the additional expedite fee. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Check the 24-hour expedite box on your customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 24-hour expedited service, include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made. This office *does not* fax confirmation of a 24-hour expedite.

The fee for 24-hour handling ranges from $25.00 to $125.00. Please consult our fee schedules for the appropriate 24-hour expedite fee. If you require assistance, please contact this office.

Time Constraints: Each filing submitted receives same day filing date and may be picked up within 24-hours. Filings to be mailed the next business day if received by 2:00 pm of receipt date and no later than the 2nd business day if received after 2:00 pm. Expedite period begins when filing or service request is received in this office in fileable form.

2-HOUR EXPEDITE SERVICE

The Secretary of State offers a 2-hour expedite service on most filings processed by this office. If you choose to utilize the 2-hour expedite service, please enclose with your filing an additional $500.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 2-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 2-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

1-HOUR EXPEDITE SERVICE

The Secretary of State offers a 1-hour expedite service on most filings processed by this office. If you choose to utilize the 1-hour expedite service, please enclose with your filing an additional $1000.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 1-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 1-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

1-Hour and 2-Hour Time Constraints: Each filing submitted for either 1-hour or 2-hour expedite receives same day filing date and will be acknowledged by fax or e-mail within expedite service time. Failure to indicate method of acknowledgement (fax or e-mail) or to provide a correct fax number or e-mail address may prevent the Secretary of State from acknowledging the filing of such documents. Filings may be picked up within the expedite service period. Filings to be mailed will be mailed out no later than the next business day following receipt. Expedite period begins when filing or service request is received in this office in fileable form.

The Secretary of State reserves the right to extend the expedite period in times of extreme volume, staff shortages or equipment malfunction. These extensions are few and will rarely extend more than a few hours.

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ePayment Checklist
(For Counter, Fax and Mail Requests)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Service Type: ☐ Counter ☐ Mail ☐ Fax

Order Processing Requested: **(Expedite Processing *Requires* Additional Fees)**

☐ Regular Processing ☐ **24-HOUR** Expedite ☐ **2-HOUR** Expedite ☐ **1-HOUR** Expedite

Payment by Card *(card holder name and billing address required below)*

Card Type: ☐ VISA ☐ MasterCard ☐ Discover ☐ American Express

Customer Credit Card Number: V CODE*

* 3-digit number found on the far right of the backside of VISA, MasterCard and Discover cards
4-digit number found on the front right side of American Express card.

NOTICE: *For security and verification purposes, all credit card payments must include the 3 or 4-digit CVV2 code (VCode) number located on the credit card. Failure to include this code will result in the rejection of your filing or service request.*

Credit Card Expiration Date: Month Year

Amount to Charge Card: USD $

Order Information *(required)*

Entity Name/Order Reference:

Card Holder Information:

Name as it Appears on the Account

Billing Address

City, State, Zip

Telephone

Payment Authorization

I authorize the Secretary of State to bill an amount not to exceed the following to be charged to the above listed account(s):

X

Authorized Signature

Not to Exceed Amount: USD $

Reset

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www.nvsilverflume.gov

Commercial Recordings Copies and Certification Services Fee Schedule

The following is a list of copies and certification services and the associated fees for Commercial Recording and apostille/certification services. Fees are per document unless otherwise noted.

SERVICE REQUESTED:

Copies	$2.00 per page
Certification of Document	$30.00
Search	$50.00
Certificate of Existence (evidence of good standing – short form)	$50.00
Certificate of Existence (listing amendments – long form)	$50.00
Ceremonial Certificate of Good Standing	$100.00
Certificate Evidencing Name Change	$50.00
Certificate of Fact of Merger	$50.00
Certificate of Default	$50.00
Certificate of Revocation	$50.00
Certificate of Dissolution	$50.00
Certificate of Withdrawal	$50.00
Certificate of Cancellation	$50.00
Certificate of Non-Existence	$50.00
Miscellaneous Certificates	$50.00
Apostille (Hague Treaty Nations)/Certification (Non-Hague Treaty Nations)	$20.00
Corporate Charter	$50.00
Ceremonial Charter	$100.00

EXPEDITE SERVICE:

Expedite service is available for copies, certificate and certification services. Fees for expedite service are in addition to the fees as listed above.

24 Hour Expedite Service: ***Order may be picked up or mailed out within 24-hours.***

Apostille	$75.00
Copies: Per entity name	$125.00
Certificates: Per entity name and certificate type	$125.00
Search: Expedite fee on search only; additional expedite fee required for copies	$125.00

2-Hour Expedite Service: ***Order may be picked up or mailed within 2-hours.***

1 or more certificates (per entity name and certificate type)	$500.00
1 or more copies (per entity name)	$500.00

1-Hour Expedite Service: ***Order may be picked up or mailed within 1-hour.***

1 or more certificates (per entity name and certificate type)	$1000.00
1 or more copies (per entity name)	$1000.00

BASIC INSTRUCTIONS:

1. All orders may be submitted via email to copies@sos.nv.gov or in writing, with fees enclosed, to the above address. Payment by VISA, Mastercard, Discover or American Express are accepted. Trust account and credit card customers may fax *expedite orders only* to (775) 684-5645. Trust account orders must be received on company letterhead.
2. Orders can be emailed back on most occasions. All orders not specified as a pick-up are mailed out via first-class mail, unless a Federal Express number is provided or other major courier pickup arrangement is made.
3. Fax back service is *only available* for certificates or copies of 50 pages or less. This service must be requested at time of order with complete fax information provided.
4. Each order will be returned to one address only.

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Profit Corporation Fee Schedule
Effective 7-1-08
Page 1

PROFIT CORPORATIONS <u>INITIAL FILING</u> FEE : Pursuant to NRS 78, 80, 78A, and 89 Domestic and Foreign Corporations, Close Corporations and Professional Corporations.

Fees are based on the value of the total number of authorized shares stated in the Articles of Incorporation as prescribed by NRS 78.760:

$75,000 or less	$75.00
over $75,000 and not over $200,000	$175.00
over $200,000 and not over $500,000	$275.00
over $500,000 and not over $1,000,000	$375.00
OVER $1,000,000	
For the first $1,000,000	$375.00
For each additional $500,000 - or fraction thereof	$275.00
Maximum fee	$35,000.00

For the purpose of computing the filing fee, the value (capital) represented by the total number of shares authorized in the Articles of Incorporation is determined by computing the:

A. total authorized shares multiplied by their par value or;
B. total authorized shares without par value multiplied by $1.00 or;
C. the sum of (a) and (b) above if both par and no par shares.

Filing fees are calculated on a minimum par value of one-tenth of a cent (.001), regardless if the stated par value is less.

The 24-hour expedite fee for Articles of Incorporation for any of the above entities is $125.00 in addition to the filing fee based upon stock.

The 2-hour expedite fee is $500.00 in addition to the filing fee based upon stock.

The 1-hour expedite fee is $1000.00 in addition to the filing fee based upon stock.

PLEASE NOTE: the expedite fee is in addition to the standard filing fee charged on each filing and/or order.

<u>24-HOUR EXPEDITE TIME CONSTRAINTS</u>:

Each filing submitted receives same day filing date and may be picked up within 24-hours. Filings to be mailed the next business day if received by 2:00 pm of receipt date and no later than the 2nd business day if received after 2:00 pm.

Expedite period begins when filing or service request is received in this office in fileable form.

The Secretary of State reserves the right to extend the expedite period in times of extreme volume, staff shortages, or equipment malfunction. These extensions are few and will rarely extend more than a few hours.

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Profit Corporation Fee Schedule
Effective 7-1-08
Page 2

OTHER PROFIT CORPORATION FEES:

Articles of Association pursuant to NRS 89.210 (Professional Association)	$75.00
Reinstatement Fee	$300.00
Certificate of Amendment, minimum fee*	$175.00
Certificate pursuant to NRS 78.209 (stock split), minimum fee*	$175.00
Certificate pursuant to NRS 78.1955 (stock designation)	$175.00
Amendment to Certificate pursuant NRS 78.1955 (stock designation)	$175.00
Amendment of Modified Name	$175.00
Restated Articles, minimum fee*	$175.00
Certificate of Correction, minimum fee*	$175.00
Certificate of Termination (includes filings pursuant to NRS 78.209, 78.380 and 78.390)	$175.00
Termination Pursuant to NRS 92A	$350.00
Articles of Merger* or Exchange	$350.00
Dissolution of Corporation	$100.00
Withdrawal of Foreign Corporation	$100.00
Preclearance of any Document	$125.00
Articles of Conversion; Articles of Domestication – contact office for fee information	
Revival of Corporation – contact office for fee information	
Ceremonial Charter	$100.00
Certificate of Good Standing	$50.00
Ceremonial Certificate of Good Standing	$100.00
Initial List of Officers and Directors	$150.00
Annual or Amended List of Officers and Directors	See List Fee Schedule
Annual List of Officers and Directors (Professional Association)	$150.00
24-Hour Expedite fee for above filings	**$125.00**
Apostille	$20.00
24-Hour Expedite fee for above filing	**$75.00**
Name Reservation	$25.00
24-Hour Expedite fee for above filing	**$50.00**
Change of Noncommercial Registered Agent	$60.00
Change of Registered Agent by Represented Entity	$60.00
Resignation of Director or Officer	$75.00
Resignation of Registered Agent (plus $1.00 for each additional entity listed)	$100.00
24-Hour Expedite fee for above filings	**$25.00**
Certification of Documents – per certification	$30.00
Copies – per page	$2.00
Late Fee for List of Officers	$75.00
Business License Fee (Professional Corporation created pursuant to NRS Chapter 89 - $200.00)	$500.00

*****Fee will be higher if stock is increased a significant amount, according to the initial filing fee schedule on page 1 of the profit corporation fee schedule. Maximum fee for an increase in stock is $35,000.00.

2-Hour Expedite is available on all of the above filings at the fee of $500.00 per item.

1-Hour Expedite is available on all of the above filings at the fee of $1000.00 per item.

PLEASE NOTE: *the expedite fee is in addition to the standard filing fee charged on each filing and/or order.*

24-HOUR EXPEDITE TIME CONSTRAINTS: Each filing submitted receives same day filing date and may be picked up within 24-hours. Filings to be mailed the next business day if received by 2:00 pm of receipt date and no later than the 2nd business day if received after 2:00 pm. Expedite period begins when filing or service request is received in this office in fileable form. The Secretary of State reserves the right to extend the expedite period in times of extreme volume, staff shortages, or equipment malfunction. These extensions are few and will rarely extend more than a few hours.