



# ARTICLES OF INCORPORATION OF BRIDGEWIRE Amended and Restated

## Abstract

This document is one of a set of documents which govern Bridgewire, Inc. They operate within the framework of Federal and Nevada state law, specifically NRS Chapter 82 – Nonprofit Corporations

The Hierarchy is:

1. Articles of Incorporation (Controlled by Member votes)
2. Bylaws (Controlled by Member votes)
3. Conflict of Interest Policy (Controlled by Member votes)
4. Policy Manual (Controlled by Board of Director votes)

# AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

## BRIDGEWIRE

A Nevada Non-Profit Corporation

### ARTICLE I — NAME

The name of the corporation shall be Bridgewire, (hereinafter referred to as the “Corporation”).

### ARTICLE II — PRINCIPAL OFFICE

The principal office of the Corporation is to be located at Washoe County, Nevada. The address of the principal office of the Corporation shall be designated by resolution of the Corporation’s Board of Directors.

### ARTICLE III — PURPOSE

This corporation is organized and operated solely and exclusively for educational and charitable purposes as a non-profit corporation as specified in Section 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code.

The specific purposes of the Corporation are:

The corporation facilitates classes, individual and group projects, and exchanges of ideas in Industrial Arts and Technologies that develops skills and encourages enterprises in these fields.

The corporation provides the Reno-Sparks metropolis and surrounding communities with a physical space and social environment conducive to the pursuit of hands-on learning across diverse analog and digital fields of creation such as woodworking, metalworking, electronics, and software, as well as combinations thereof.

### ARTICLE IV — LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

No profits or assets of the Corporation shall be used other than for the purposes of the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 the purpose of the Corporation.

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, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE V — DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by the operation of law, the property or other assets of the Corporation remaining after the payment, satisfaction, and discharge of liabilities or obligations, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VI — POWERS OF BOARD OF DIRECTORS

The Board is authorized to establish more than one class of membership with different rights and preferences.

#### CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

I, Lee Elliott, President of the Corporation, have been authorized by the Board of Directors to sign this certificate and do hereby certify that the above Amended and Restated Articles of Incorporation was approved and adopted by the Board of Directors on Tuesday, March 28, 2017 and by the membership of the Corporation on Saturday, July 22, 2017 and constitute a complete copy of the Articles of Incorporation of the Corporation.

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Lee Elliott, President

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Date

## REVISION HISTORY OF DOCUMENT

<b>Rev</b>	<b>Adoption Date</b>	<b>Articles and Sections Changed</b>	<b>Reason for Change</b>
1	2011-06-29	Original Version	Original Certificate filed with Nevada Secretary of State
2	2016-12-16	Amended and Restatement of entire document	Amended and Restated document to comply with contemporary Nevada laws and Section 501(c)(3) of the Internal Revenue Code.
3	2017-07-22	Art III, IV, VI	Art III added "Industrial Arts and Technologies to purpose. Art IV gramatical corrections, Art VI added this new section.
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