

ARTICLES OF INCORPORATION

of

The Main Street Gardnerville Program Corporation (A Nevada Nonprofit Cooperative Corporation Without Stock)

The undersigned individual 18 years of age or older, acting as incorporator under the Nevada Nonprofit Cooperative Corporation Without Stock provisions of the Nevada Revised Statutes, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The Name of this Nonprofit Cooperative Corporation Without Stock formed under the Nevada Revised Statutes provisions 81.410-81.540 shall be The Main Street Gardnerville Program Corporation ("Corporation").

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 1407 Highway 395 North, Gardnerville, NV 89410.

ARTICLE III. RESIDENT AGENT AND REGISTERED OFFICE

Section 1: Resident Agent

The Resident Agent of the Corporation shall be Steven P. Handelin, Minden, NV 89423.

Section 2: Registered Office

The address of the Registered Office of the Corporation is 1638 Esmeralda Avenue, Minden, NV 89423. The Corporation may conduct all or part of its business in any other part of the State of Nevada.

ARTICLE IV. NONPROFIT STATUS

The Corporation is a nonprofit corporation which elects to be governed by the provisions of Chapter 81.410-81.500 of Nevada Revised Statutes, as revised or amended.

ARTICLE V. DURATION

The duration of existence of the Corporation shall be perpetual.

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ARTICLE VI. PURPOSE

Section 1: General Purpose

The general purposes for which this Corporation is organized are as follows:

1. The Corporation is formed as a non-profit (business league/development authority/etc.), within the meaning of section 501(c)(6) of the United States Internal Revenue Code, (hereinafter referred to as the "Code") and the laws of the State of Nevada, as set forth and revised in the Nevada Revised Statutes. All references to the Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Code, Law, or Regulation.
2. In furtherance of the purposes set forth in this Article VI, the Corporation may exercise all the rights and powers conferred on Nonprofit Cooperative Corporation Without Stock under the laws of the State of Nevada.
3. Notwithstanding any of the above statements of purposes and powers, the Corporation shall not engage in any activities or exercise any powers, whether express or implied, so as to disqualify the Corporation from exemption from federal income tax under section 501(a) of the Code by reason of being an organization described in section 501(c)(6) of the Code.

Section 2: Specific Purpose

1. To educate and inform the community and downtown property owners of the importance of a healthy and vibrant downtown;
2. To improve business conditions in the downtown area through activities and education of stakeholders in the areas of organization, design, promotion of the area as an exciting place to live, shop, and invest, and analysis of market information of importance to the local economy;
3. To stimulate revitalization in the downtown Gardnerville commercial district;
4. To promote a positive public image of the Town of Gardnerville and the downtown area.
5. To promote networking amongst persons interested in entrepreneurial development of inventions;
6. And, generally, to carry on, either alone or in cooperation with or through the instrumentality of others, any and all activities in furtherance of one or more such objects and purposes.

ARTICLE VII. DIRECTORS

The management of activities, affairs, and property of the corporation shall be vested in the Board of Directors, said number to be fixed from time to time by the Bylaws of the Corporation.

Each director shall hold office for the term of office to which he is appointed and until his successor is appointed and qualified or until his earlier resignation, incapacity, removal, or death.

The Directors shall possess such qualifications, be elected and qualified in such manner, serve for such term and upon such conditions, have such voting rights, exercise such powers and perform such duties, in addition to those conferred upon them by statute, as may be prescribed by the Bylaws of the Corporation.

The Board of Directors may adopt Bylaws, not inconsistent with these Articles of Incorporation or the laws of the State of Nevada for the management and control of the Corporation, and may alter, amend, and repeal any provisions or provisions thereof from time to time as therein provided. The Board of Directors also may promulgate and amend from time to time suitable policies and rules and regulations governing the work and activities of the Corporation, the care and use of its property, the qualifications, duties, performance of work and conduct of its staff and other personnel and employees and such other matters and things as may be necessary and desirable in the judgment of the Directors.

The number of directors constituting the initial Board shall be nine (9) and the names and address of the persons who are to serve as the initial Board of Directors until their successors are qualified and appointed:

Sandy Anderson
1420 Highway 395
Gardnerville, NV 89410

District business, property owner, resident

Kim Cervenak
626 Highway 88
Gardnerville, NV 89460

District business operator

Lorraine Felix
1614 Heron Cove Court
Gardnerville, NV 89410

District business operator and property owner

Laurie Hickey
1456 Foothill Road
Gardnerville, NV 89460

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Margeret Pross
417 Diorite Road
Gardnerville, NV 89460

Planning Commission chair

Rory Sedgwick
1427 Mission Street
Gardnerville, NV 89410

District business, property owner, resident

Carol Sandmeier
1619 Scoti Lane
Gardnerville, NV 89410

Marcia Voeller
1218 Eddy Street
Gardnerville, NV 89410

District business operator and property owner

Paul Lindsay
1379 Bryan Lane
Gardnerville, NV 89410

Gardnerville Town Board member

ARTICLE VIII. OFFICERS

The Officers of the Corporation shall be elected by the members of the Corporation and shall serve according to the Bylaws.

ARTICLE IX. MEMBERS

Members shall meet the eligibility requirements delineated in the Bylaws and pay the requisite fees, if any, in accordance with the Bylaws.

ARTICLE X. DISSOLUTION

In the event of liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary, or by operation of law), the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, transfer all of the property and assets of the Corporation to one or more Qualified Organizations, as defined below, as the Board of Directors shall determine. For purposes of this Article VIII "Qualified Organization" shall mean a corporation or other organization organized and operated as exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

If the Corporation still has funds contributed from the Town of Gardnerville or Douglas County, the Corporation shall return these funds to these governmental entities prior to making any disbursements to a Qualified Organization.

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these articles.

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be altered, amended or repealed by the affirmative vote of a majority of the directors voting at any regular or special meeting; provided, that no amendment or repeal of any provision of these Articles of Incorporation is effective until the amendment or repeal is approved by the Gardnerville Town Board.

ARTICLE XII. LIMITATION OF LIABILITY

To the fullest extent not prohibited by the Nonprofit Cooperative Corporation Without Stock laws of the State of Nevada, as it exists on the date hereof or is hereafter amended, a director and/or officer of the Corporation, and/or the Town of Gardnerville and its employees agents, directors, board, officers, and assigns, shall not be liable to the Corporation or its members for any monetary damages for conduct as a director and/or officer. Any amendment to or repeal of the Article IX or amendment to the Nonprofit Cooperative Corporation Without Stock laws shall not adversely affect any right or protection of a director and/or officer of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. This provision, however, shall not eliminate or limit the liability of a director or officer for:

- (1) Any breach of the director's or officer's duty of loyalty to the Corporation or its members;
- (2) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (3) Any unlawful distribution;
- (4) Any transaction from which the director or officer derived an improper personal benefit; or
- (5) Any act or omission in violation of Sections 81.410-81.540 of the Nevada Revised Statutes.

ARTICLE XIII. INDEMNIFICATION

To the fullest extent not prohibited by the laws of the State of Nevada, as it exists on the date hereof or is hereafter amended, the Corporation:

(1) Shall indemnify any person or entity, specifically the Town of Gardnerville and its employees agents, directors, board, officers, and assigns, who is or are made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director of the Corporation; and

(2) This Article XI shall not be deemed exclusive of any other provisions or insurance for the indemnification of directors, officers, employees, or agents that may be included in any statute, bylaw, agreement, resolution of members or directors or otherwise, both as to action in any official capacity and action in any other capacity while holding office, or while an employee or agent of the Corporation.

ARTICLE XIV. INCORPORATORS

Kim Cervenak <u>Kim Cervenak</u> Signature	626 Highway 88, Gardnerville, NV 89460	
		Date
Marcia Voeller <u>Marcia Voeller</u> Signature	1218 Eddy Street Gardnerville, NV 89410	<u>7-2-08</u> Date
Lorraine Felix <u>Lorraine Felix</u> Signature	1614 Heron Cove Court, Gardnerville, NV 89410	<u>7/2/08</u> Date
Carol Sandmeirer <u>Carol Sandmeirer</u> Signature	1619 Scoti Lane, Gardnerville, NV 89410	<u>7-1-08</u> Date