

**MIDNIGHT RIDER MARKSMEN
MINUTES OF THE BOARD OF DIRECTORS**

MINUTES

**OF BOARD OF DIRECTORS OF
MIDNIGHT RIDER MARKSMEN**

The directors named in the Articles of Incorporation of the corporation named above, constituting the board of directors of this corporation, held their ~~first~~ meeting at the time, on the day and at the place set forth as follows:

Time: 9:30 pm Date: 6 March 15 Place: North Las Vegas, NV

The following directors, constituting a quorum of the full board, were present at the meeting:

- Christopher Seidler
- Heather Seidler

WAIVER

The chairperson announced that the meeting was held pursuant to written waiver of notice thereof and consent thereto agreed to by all of the directors of the corporation named as such in the Articles of Incorporation; such waiver and consent was presented to the meeting and on motion duly made, seconded, and unanimously carried.

ARTICLES AMENDED -- Purpose

While reviewing the articles, the secretary stated that the organization's original purpose was:

"To educate the general public in marksmanship and American history, and to support the shooting sports."

After some discussion, on motion duly made, seconded, and unanimously carried, the following resolution was adopted:

Resolved, that the purpose stated in the articles of incorporation be amended to the following:

"To educate the public in American history, support the shooting sports, and promote civic engagement."

ARTICLES AMENDED – 501C3 verbiage

The secretary stated that the original Articles of Incorporation of the corporation originally filed with the Secretary of State lacks language that is required to apply for 501C3 status.

Secretary's Initials: 

**MIDNIGHT RIDER MARKSMEN
MINUTES OF THE BOARD OF DIRECTORS**

After some discussion, on motion duly made, seconded, and unanimously carried, the following resolution was adopted:

Resolved, that the articles be amended to include the following language:

Articles of Incorporation of Midnight Rider Marksmen. The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Nevada, do hereby certify:

First: The purpose of this organization shall be "To educate the public in American history, support the shooting sports, and promote civic engagement."

Second: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Third: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable 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 Third hereof. 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.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Fourth: Notwithstanding other provisions of these articles, the purposes will be limited exclusively to exempt purposes within the meaning of IRC 501(c)(3).

Fifth: Upon the dissolution of the corporation, assets 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.

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IMPLEMENTATION


RESOLVED FURTHER, that the proper officers of this corporation be, and each of them hereby is, authorized and directed to execute all documents and to take all such action as they may deem necessary or advisable in order to effectuate the purposes of the foregoing resolutions.

ADJOURNMENT

There being no further business, on motion duly made, seconded, and unanimously carried, the meeting was adjourned.

Dated: 6 March 2015

Secretary 

President 

Secretary's Initials: 

**MIDNIGHT RIDER MARKSMEN
MINUTES OF THE BOARD OF DIRECTORS**

AMENDMENT TO THE ARTICLES

Articles of Incorporation of Midnight Rider Marksmen. The undersigned, a majority of whom are citizens of the United States, desiring to amend the articles of incorporation of a Non-Profit Corporation under the Non-Profit Corporation Law of Nevada, do hereby certify:

First: The purpose of this organization shall be:

“To educate the general public in American history, support the shooting sports, and promote civic engagement.”

Second: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Third: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable 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 Third hereof. 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.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Fourth: Notwithstanding other provisions of these articles, the purposes will be limited exclusively to exempt purposes within the meaning of IRC 501(c)(3).

Fifth: Upon the dissolution of the corporation, assets 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.

Secretary's Initials: 

President's Initials: 