

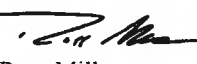


ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 4
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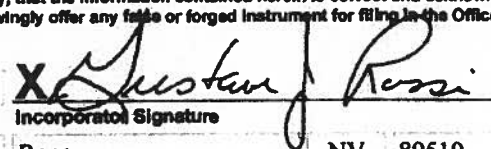
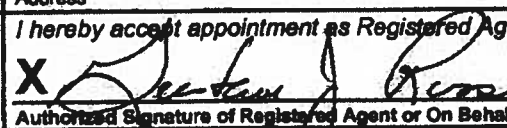
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Nonprofit
Articles of Incorporation
 (PURSUANT TO NRS CHAPTER 82)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20140587667-86
	Filing Date and Time 08/14/2014 9:39 AM
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	Miners Football Alumni Association, Inc.
2. Registered Agent for Service of Process: (check only one box; NOTE: a Commercial Registered Agent is defined as a Registered Agent representing 10 or more entities)	<input checked="" type="checkbox"/> Commercial Registered Agent: <u>Maupin, Cox & LeGoy, a Professional Corporation</u> Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <i>OR</i> <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent <i>OR</i> Name of Title of Office or Other Position with Entity Street Address Nevada City Zip Code Mailing Address (if different from street address) Nevada City Zip Code
3. 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 four directors/trustees)	1) <u>W. Desmond Powers</u> Name <u>4040 Civic Center Drive, Suite 200</u> <u>San Rafael</u> <u>CA</u> <u>94903</u> Street Address City State Zip Code 2) <u>Stephen C. Benna</u> Name <u>13330 Rancho Verde Drive</u> <u>Reno</u> <u>NV</u> <u>89521</u> Street Address City State Zip Code 3) <u>See Attachment to Articles for Names of Additional Board Members</u> Name Street Address City State Zip Code
4. Purpose: (required; continue on additional page if necessary)	<i>The purpose of the corporation shall be:</i> Charitable and Educational
5. 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. <u>Gustave J. Rossi</u> Name  Incorporated Signature <u>4785 Caughlin Parkway</u> <u>Reno</u> <u>NV</u> <u>89519</u> Address City State Zip Code
6. Certificate of Acceptance of Appointment of Registered Agent:	<i>I hereby accept appointment as Registered Agent for the above named Entity.</i> <input checked="" type="checkbox"/>  Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity <u>8/14/14</u> Date

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 82 Articles
 Revised: 9-24-13

**ATTACHMENT TO THE
ARTICLES OF INCORPORATION
OF
MINERS FOOTBALL ALUMNI ASSOCIATION, INC.**

The following provisions are to supplement the Articles of Incorporation of Miners Football Alumni Association, Inc., a Nevada nonprofit corporation (the "Corporation"), and are incorporated in and made a part thereof.

3. ADDITIONAL NAMES AND ADDRESSES OF BOARD OF DIRECTORS.

Mike Evans	8540 Timaru Trail Reno, Nevada 89526
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Chris Healy	4411 Garratt Circle Sparks, NV 89436
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7. PERIOD OF DURATION. The Corporation's existence is to be perpetual.

8. OBJECTS AND PURPOSES. This Corporation is organized and is to be operated as a nonprofit public benefit corporation under the provisions of Chapter 82 of the Nevada Revised Statutes and is to be further organized and operated exclusively for "charitable, educational, and other exempt purposes" as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Subject to the restrictions set forth in Section 9. below, the activities of the Corporation and the nature of the business to be carried on by the Corporation are to include, but not necessarily be limited to, the following:

a. To raise funds to support the current and future football program at Bishop Manogue Catholic High School in Reno, Nevada; to establish a Bishop Manogue Catholic High School Sports Hall of Fame; and to facilitate the history of the Bishop Manogue Catholic High School sports programs by collecting and assembling historical data and materials related thereto in the newly established Bishop Manogue Catholic High School Sports Hall of Fame.

b. To receive, hold, invest, improve, develop, manage, and administer both real and personal property, grants, gifts, bequests, endowments and other funds in furtherance of the exempt purposes of this Corporation; and

c. To do any and all acts that are necessary, proper, useful, incidental or advantageous to the foregoing purposes.

9. POWERS AND LIMITATIONS. The Corporation shall have the following powers and be subject to the following limitations:

a. In furtherance of the Corporation's objects and purposes set forth in Section 8. above, the Corporation is to have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit public benefit corporations organized under the laws of the State of Nevada.

b. This Corporation shall not carry on any activities not otherwise permitted to be carried on (1) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (2) by a corporation contributions to which are deductible under Code Section 170(c)(2).

c. 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 is prohibited from participating in, or intervening in, any political campaign (including the publication or distribution of statements) on behalf of or in opposition to any candidate for public office.

d. In the event that the Corporation is treated as a "private foundation" for federal tax purposes, then during the time that the Corporation is treated as a private foundation it shall be prohibited from (1) engaging in any act of "self dealing," as defined in Code Section 4941(d), (2) retaining any "excess business holdings," as defined in Code Section 4943(c), (3) making any investment that would subject the Corporation to an excise tax under Code Section 4944, and (4) making any "taxable expenditures," as defined in Code Section 4945(d). Furthermore, during each taxable year of the Corporation that it is treated as a private foundation for federal tax purposes, it is to make such gifts, grants or distributions necessary to avoid the imposition of an excise tax under Code Section 4942.

e. The Corporation will not accept any advertising, contributions, donations, or other forms of financial assistance from any prospective source which offers services or products which are contrary to the teachings and doctrines of the Roman Catholic Church; or which are contrary to the policies and procedures of the Roman Catholic Diocese of Reno.

f. The Corporation will, if ever applicable, adhere to the regulations of Title IX (Volume 34, Code of Federal Regulations, Part 106) of the Education Amendments of 1972 which prohibits discrimination, on the basis of sex, by any education program or activity that receives federal financial assistance.

10. MEMBERS AND CAPITAL STOCK. The Corporation is to have no members and the Corporation is to have no capital stock.

11. BOARD OF DIRECTORS. The affairs and management of the Corporation are to be under the control of the Board of Directors. The Board of Directors of the Corporation shall initially consist of four (4) Directors. However, the number of Directors may be increased or decreased in accordance with the provisions of the Bylaws, but there shall always be a minimum of three (3) Directors. The term of office and the

manner of each Director's designation or election is to be determined in accordance with the Bylaws then in effect. The names and addresses of the initial members of the Board of Directors are set forth in Section 3. of these Articles of Incorporation.

12. BYLAWS. The initial Bylaws of the Corporation are to be adopted by a majority vote of the Board of Directors. Thereafter, the Bylaws may be altered, amended or repealed, and new Bylaws may be adopted as prescribed therein.

13. AMENDMENTS TO THE ARTICLES OF INCORPORATION. Upon obtaining a two-thirds (2/3) vote of all members of the Board of Directors entitled to vote, the Board of Directors of the Corporation is to have the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation; provided, however, that no such amendment, alteration, change or repeal is to be made which will:

a. Amend, alter, change, or repeal the restrictions set forth in subsections 9.b., 9.c. and 9.d. above, unless the Code changes so that amending, altering, changing, or repealing such sections will not disqualify the Corporation as an organization described in Code Section 501(c)(3) or as an organization the contributions to which are deductible under Code Sections 170, 642, 2055, or 2522 of the Code.

b. Operate to permit the use, application, or disbursement of any of the assets or the property of the Corporation for any purpose other than (1) those expressly provided for in these Articles of Incorporation, or (2) for charitable, educational, or other exempt purposes delineated under Code Section 501(c)(3).

c. Operate to permit any bequest, devise, grant, or gift to this Corporation to be used contrary to the conditions, limitations, or restrictions contained in any such bequest, devise, grant or gift.

14. DEDICATION OF PROPERTY FOR EXEMPT PURPOSES. All the property, assets and net income of this Corporation are irrevocably dedicated to charitable, educational, and other exempt purposes as defined in Code Section 501(c)(3), and no part of said property, assets or net income is to inure to the benefit of any Director or officer thereof or to the benefit of any private individual.

15. DISSOLUTION OF THE CORPORATION. Upon the dissolution, winding up or abandonment of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation are to be distributed to one (1) or more organizations, which (a) are organized and operated exclusively for charitable or other exempt purposes, and (b) are exempt from federal income taxes under Code Section 501(c)(3). Such organization(s) are to be selected by a majority vote of the Board of Directors.

16. LIMITATION OF LIABILITY. To the maximum extent allowed under Nevada law, no action may be brought against a Director or officer of the Corporation based on any act or omission arising from the failure of such person in his or her official capacity to

exercise due care regarding the management or operation of the Corporation, unless the act or omission involves intentional misconduct, fraud or a knowing violation of the law.

17. REFERENCES TO THE CODE. All references set forth in these Articles of Incorporation to one or more sections of the "Code" are to mean and refer to those sections as they now exist, or as they may hereafter be amended, supplemented or revised, or to the corresponding provisions of any future United States Internal Revenue laws.