

STATE OF NEVADA

BARBARA K. CEGAVSKE
Secretary of State



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KIMBERLEY PERONDI
*Deputy Secretary for
Commercial Recordings*

**OFFICE OF THE
SECRETARY OF STATE**

Certified Copy

11/13/2020 2:01:11 PM

Work Order Number: W2020111301218
Reference Number: 20201041484
Through Date: 11/13/2020 2:01:11 PM
Corporate Name: OPPORTUNITY ALLIANCE
NEVADA

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20150196932-38	Articles of Incorporation	6



Certified By: Paul Reyes
Certificate Number: B202011131212443
You may verify this certificate
online at <http://www.nvsos.gov>

Respectfully,

Handwritten signature of Barbara K. Cegavske in black ink.

BARBARA K. CEGAVSKE
Nevada Secretary of State



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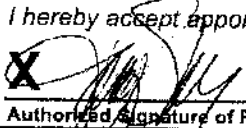
BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
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**Nonprofit
Articles of Incorporation**
(PURSUANT TO NRS CHAPTER 82)

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E0215992015-7
Secretary of State State Of Nevada	Filing Number 20150196932-38
	Filed On 04/30/2015
	Number of Pages 6

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	OPPORTUNITY ALLIANCE NEVADA			
2. Registered Agent for Service of Process: (check only one box)	<input type="checkbox"/> Commercial Registered Agent: _____ <small>Name</small> <input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input checked="" type="checkbox"/> Office or Position with Entity (name and address below) JANA F. SHULER, DIRECTOR OF OPERATIONS <small>Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity</small> 639 ISBELL ROAD, SUITE 460 RENO Nevada 89509 <small>Street Address City State Zip Code</small> _____ <small>Mailing Address (if different from street address) City State Zip Code</small>			
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) NANCY E. BROWN <small>Name</small> 639 ISBELL ROAD, SUITE 460 RENO NV 89509 <small>Street Address City State Zip Code</small> 2) AMY L. NELSON <small>Name</small> 639 ISBELL ROAD, SUITE 460 RENO NV 89509 <small>Street Address City State Zip Code</small> 3) LAURA VARGAS <small>Name</small> 639 ISBELL ROAD, SUITE 460 RENO NV 89509 <small>Street Address City State Zip Code</small> 4) _____ <small>Name</small> _____ <small>Street Address City State Zip Code</small>			
4. Purpose: (required; continue on additional page if necessary)	The purpose of the corporation shall be: to create partnerships and opportunities to build economic independence.			
5. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	JANA F. SHULER <small>Name</small> 639 ISBELL ROAD, SUITE 460 RENO NV 89509 <small>Address City State Zip Code</small>  <small>Incorporator Signature</small>			
6. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. <input checked="" type="checkbox"/>  <small>Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity</small> Date 4-29-15			

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 82 Articles
Revised: 1-5-15

**ARTICLES OF INCORPORATION
OF
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**ARTICLE III
OFFICERS AND DIRECTORS
(Continued from Page 1)**

Section 3.1. The members of the governing board of the Corporation are styled as directors. The number of directors may be changed from time to time in such manner as shall be provided in the Bylaws.

Section 3.2. The business of the Corporation shall be managed by the board of directors of the Corporation (the "Board of Directors" or "Board") in the manner provided in the Bylaws.

Section 3.3. The Initial Board of Directors shall serve for a term of one (1) year, or as otherwise provided in the Bylaws. Subsequently, the term of office of the directors shall be as set forth in the Bylaws.

Section 3.4. The directors shall be elected in the manner provided in the Bylaws. Except during such brief periods as a vacancy on the Board of Directors hereunder is being filled, there shall at all times be not fewer than one (1) individual acting as a director hereunder who need not be a resident of the State of Nevada.

Section 3.5. The number, titles, duties, manner of appointment and terms of office of the officers of the Corporation shall be as set forth in the Bylaws.

**ARTICLE IV
PURPOSE
(Continued from Page 1)**

Section 4.1. The Corporation is organized exclusively for charitable, religious, literary, educational and scientific purposes, in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (hereinafter "§ 501(c)(3)"). The primary purpose of the Corporation shall be to create partnerships and opportunities to build economic independence.

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The Corporation shall receive and administer funds consistent with the provisions of § 501(c)(3) and, to that end, the Corporation may take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise any property, real or personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; may sell, convey, or otherwise dispose of any such property; and may invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Board of Directors of the Corporation, will best promote the purpose of the Corporation, subject to such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto.

Section 4.2. The Corporation's services shall be available to all persons regardless of race, color, creed, sex, sexual orientation, religion, disability, or national origin.

**ARTICLE VII
MEMBERS**

The classes, rights, and restrictions of the membership of the Corporation shall be as set forth in the Bylaws of the Corporation.

**ARTICLE VIII
NON-STOCK STATUS**

The Corporation shall have no capital stock.

**ARTICLE IX
BYLAWS**

The internal affairs of the Corporation shall be regulated by the Bylaws. The Board of Directors shall have the power to make, amend or repeal such Bylaws as it may deem proper for the management of the affairs of the Corporation.

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**ARTICLE X
PROTECTION AGAINST LIABILITY AND INDEMNIFICATION**

Any person acting on behalf of the Corporation shall be entitled to protection against liability and indemnification and payment of expenses related thereto, to the fullest extent permitted by the general laws of the State of Nevada as the same exists or shall hereafter be amended. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any act or omission on the part of such director occurring prior to such amendment or repeal.

**ARTICLE XI
DURATION**

The Corporation is to have perpetual existence. Where all manner of business is actually conducted, its offices, and where the corporate books are sustained, may be perpetuated in any part of Nevada, or in any state, territory or providence of the United States of America, the District of Columbia, or in any foreign country.

**ARTICLE XII
RIGHTS, POWERS, AND RESTRICTIONS**

Section 12.1. The Corporation shall possess and may exercise all of the rights, powers, privileges, and immunities now or subsequently provided by the laws of the State of Nevada.

Section 12.2. 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 Article IV above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in § 501(h) of the Code, if the Corporation so elects), and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office; provided, however, that nothing contained herein shall preclude individual directors, officers, employees or volunteers

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from so acting solely in their respective capacities. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under § 501(c)(3) and § 170(c)(2) of the Code, or the regulations thereunder, or (b) a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

Section 12.3. In any taxable year in which this Corporation is a private foundation as described in § 509(a) of the Code, the Corporation (a) shall distribute its income for said period at such time and manner as not to subject it to tax under § 4942 of the Code; (b) shall not engage in any act of self-dealing as defined in § 4941(d) of the Code; (c) shall not retain any excess business holdings as defined in § 4943(c) of the Code; (d) shall not make any investments in such manner as to subject the Corporation to tax under § 4944 of the Code; and (e) shall not make any taxable expenditures as defined in § 4945 of the Code.

**ARTICLE XIII
CHANGE IN ARTICLES OF INCORPORATION**

The Board of Directors of the Corporation shall have the right from time to time to propose or recommend that the Corporation be dissolved or that any provision contained in these Articles of Incorporation be amended, altered, changed, or repealed, provided that no such plan of dissolution or amendment, alteration, change, or repeal shall become effective unless it has been submitted to and approved by the Board of Directors as set forth in the Bylaws, and provided that no such amendment, alteration, change, or repeal shall be made which shall:

- A. Amend, alter, change, or repeal the restrictions set forth in Article XII unless the Code changes so that amending, altering, changing, or repealing such restrictions would not disqualify the Corporation for federal income tax exemption under Code Sections 501(c)(3) and 170(c)(2) or as an organization the contributions to which are deductible under Code Sections 170, 642, 2055, or 2522.
- B. Operate to permit the use, application, or disbursement of any of the principal or income of all or any part of the corporate property for any purpose other than those expressly provided for in these Articles of Incorporation, or other than exclusively for charitable purposes.

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**ARTICLE XIV
DISSOLUTION**

The property of the Corporation is irrevocably dedicated to charitable purposes. Upon the dissolution, liquidation and winding up of the Corporation, assets shall be distributed to one or more organizations entitled to exemption from federal income tax under § 501(c)(3), or shall be distributed to the federal government or to one or more state or local governments 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.