

# ARTICLES OF INCORPORATION

OF

## NEVADA ORGANIZATION OF BUILDING OFFICIALS, INC.

Revised 5-6-2016  
Updated 8-10-2020

The undersigned incorporators, desiring to form a nonprofit corporation under the laws of the state of Nevada hereby adopt the following Articles of Incorporation.

### I.

#### Name and Address

The name of the corporation shall be Nevada Organization of Building Officials, Inc. (the "corporation"). The initial street address for the corporation's principal office will be 10170 W Tropicana Ave., #156-234, Las Vegas, Nevada 89147-8465

### II.

#### Purpose and Activities

This corporation is a nonprofit corporation organized under the Nevada Nonprofit Corporations Act of Nevada. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law. This corporation is organized and operated exclusively for the promotion of and devoted to educational and public purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provision of any future federal tax laws. Within the meaning of Section 501(c)(6), the corporation will support public building officials for the benefit of the public welfare, including developing, recommending and promoting uniform regulations and legislation pertaining to building construction, the principles underlying safety in construction and occupancy of buildings and related structures, and similar and related topics, and to do all other things which are incidental and related to assisting in the administration of building laws, codes, and ordinances in order to enhance the profession of building officials, and conduct those activities necessary for the accomplishment of the foregoing purposes. Except as otherwise provided in these Articles, the corporation also may transact any and all lawful business for which nonprofit corporations may be organized under the laws of Nevada, as amended from time to time.

### III.

#### Limitation on Activities

(a) The property owned by the corporation is irrevocably dedicated to the educational and public purposes described in Article II hereof and no part of the assets or net earnings of the corporation shall be paid by the corporation to any private individual, members, directors or officers, 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 II hereof.

(b) It is intended that this corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(6) and, notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from income tax under Section 501(c)(6) of the Code or corresponding provision of any future federal tax laws. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly.

#### IV. Members

The corporation shall have members, subject to the rights, obligations, and privileges as set forth in the bylaws of the corporation; provided, however, there shall be only a single class of voting members and that class shall be limited to those persons who are either "building officials" as defined in the bylaws or employees of a governmental entity operating within the State of Nevada and whose job responsibilities relate to building and construction, also as defined in the bylaws of the corporation. There may be such other classes of nonvoting members as the board of directors may determine from time to time.

#### V. Board of Directors

The corporation shall be governed by a board of directors, with the number of directors and their manner of election governed by the bylaws of the Corporation. The initial board of directors shall consist of the following three (3) individuals:

##### Address

Sam Palmer	4701 W. Russell Road, Las Vegas, Nevada 89118
Mark Meranda	431 Prater Way, Sparks, Nevada 89431
Carol Carter	10170 W. Tropicana Ave., #156-234, Las Vegas, Nevada 89147-8465

#### VI. Limitation of Liability

The personal liability of a director of the corporation, or of a person who serves on a board or council of the corporation in an advisory capacity to the corporation for money damages for any action taken or any failure to take action as a director is hereby eliminated to the fullest extent permitted by Nevada law as it now exists or hereafter may be amended. Any repeal or modification of this provision shall be prospective only, and shall not affect adversely any limitation on the personal liability of such person with respect to any act or omission occurring prior to the time of such repeal or modification.

**VII.**  
**Indemnification**

To the fullest extent permitted by Nevada law as it now exists or hereafter may be amended, the corporation shall indemnify every director, officer and agent of the corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, formal or informal, to which he or she is or was a party or is threatened to be made a party by reason of the fact that he or she is or was a director, officer, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, member or agent of another corporation or other entity. The foregoing rights of indemnification are limited as required by Nevada law, but shall be in addition to and not exclusive of all of the rights to which such persons may be entitled at law or otherwise. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification rights of a director, officer or agent of the corporation existing at the time of such repeal or modification.

**VIII.**  
**Dissolution**

Upon dissolution of the corporation, the Board of Directors, after making provision for the payment of all of the liabilities of the corporation, shall arrange for the distribution of all of the assets of the corporation exclusively for the tax-exempt purposes of the corporation, by distribution to one or more organizations that exempt from both federal and state income taxes and property taxation under Section 501(c)(3) or (c)(6) of the Code or corresponding provision of any future federal tax laws, and are engaged in activities substantially similar to those of the corporation, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation is then located, exclusively for the tax-exempt purposes of the corporation or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

**IX.**  
**Incorporators**

The name and address of the incorporators are:


	Address
Sam Palmer	4701 W. Russell Road, Las Vegas, Nevada 89118
Mark Meranda	431 Prater Way, Sparks, Nevada 89431
Carol Carter	10170 W. Tropicana Ave., #156-234, Las Vegas, Nevada 89147-8465


X.

**Statutory Registered Agent**

The initial registered agent appointed for the corporation for the state of Nevada is Carol Carter, at 10700 W. Tropicana Ave., #156-234, Las Vegas, Nevada 89147-8465.

IN WITNESS WHEREOF the undersigned incorporator has hereunto affixed their signatures this 10<sup>th</sup> day of August.

  
\_\_\_\_\_  
Sam Palmer

  
\_\_\_\_\_  
Mark Meranda

  
\_\_\_\_\_  
Carol Carter