

# *State of North Dakota*

## SECRETARY OF STATE



### CERTIFICATE OF INCORPORATION OF

WF EVENTS, INC.

Secretary of State ID#: 41,100,000

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that Articles of Incorporation for the incorporation of

WF EVENTS, INC.

duly signed and verified pursuant to the North Dakota statutes governing a North Dakota NONPROFIT CORPORATION, have been received in this office and are found to conform to law.

**ACCORDINGLY** the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation to

WF EVENTS, INC.

Effective date of incorporation: May 16, 2016

Issued: May 16, 2016

A handwritten signature in black ink, reading "Alvin A. Jaeger".

Alvin A. Jaeger  
Secretary of State



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**APR 15 2016**  
**SEC. OF STATE**

ARTICLES OF INCORPORATION  
OF  
WF EVENTS, INC.

THE UNDERSIGNED, being a natural person of full age, for purposes of forming a nonprofit corporation under Chapter 10-33 of the North Dakota Century Code, as amended, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of this Corporation shall be WF Events, Inc. The principal place of business shall be 400 10<sup>th</sup> Street SE, Minot, ND 58702.

Article 2. Registered Agent. The registered agent is Montgomery Goff & Bullis, P.C., a commercial registered agent.

Article 3. Incorporator. The name and address of the incorporator of this Corporation is James R. Bullis, 4650 38<sup>th</sup> Avenue S., Suite 110, Fargo, ND 58104.



Article 4. Purpose. The purpose of the Corporation is to provide program events for youth and the community to enhance the quality of life, and other related non-profit business purposes.

Article 5. Directors - Number and Term. The management of this Corporation shall be vested in a Board of Directors. The number of directors shall be fixed by the Bylaws and may be altered by amending the Bylaws but shall never be less than required by law. The term of office of each of the directors shall be fixed by the Bylaws.

Article 6. Written Action. An action required or permitted to be taken by the Board of Directors of this Corporation may be taken by written action signed by that number of directors that would be required to take the same action at a meeting of the Board at which all directors are present, except as to those matters requiring shareholder approval, in which case the written action must be signed by all members of the Board of Directors then in office.

Article 7. Bylaws. The Board of Directors is expressly authorized to make and alter the Bylaws of this Corporation, subject to the power of the shareholders to change or repeal such Bylaws and subject to any other limitations on such authority provided by law.

Article 8. Interested Directors. In the absence of fraud, no contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and, in the absence of fraud, any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation; provided, in any

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case, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract, act or transaction and may vote thereat to authorize any such contract, act or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

Article 9. Indemnification of Directors, Officers, Employees and Agents. Directors, officers, employees and agents of this Corporation shall be indemnified to the maximum extent permitted by the North Dakota Business Corporation Act, for expenses and liabilities arising by reason of their position with, or by acts in such capacities on behalf of, the Corporation or another corporation which they may serve at the request of the Corporation.

Article 10. Limitation of Director Liability. A Director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except for liability (a) for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (b) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (c) under NDCC Sections 10-19.1-95 or 10-04-17, (d) for any transaction from which the Director derived an improper personal benefit, or (e) for any act or omission occurring prior to the date when this Article becomes effective. If the North Dakota Business Corporation Act is amended or construed to authorize the elimination or limitation of the liability of a Director for acts or omissions in addition to those for which the Director is not personally liable as set forth in the preceding sentence, then the Director's liability shall be so eliminated or limited to the fullest extent permitted by the amended or construed North Dakota Business Corporation Act. No amendment to or repeal of this Article 18 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 acts or omissions of such Director occurring prior to such amendment or repeal.

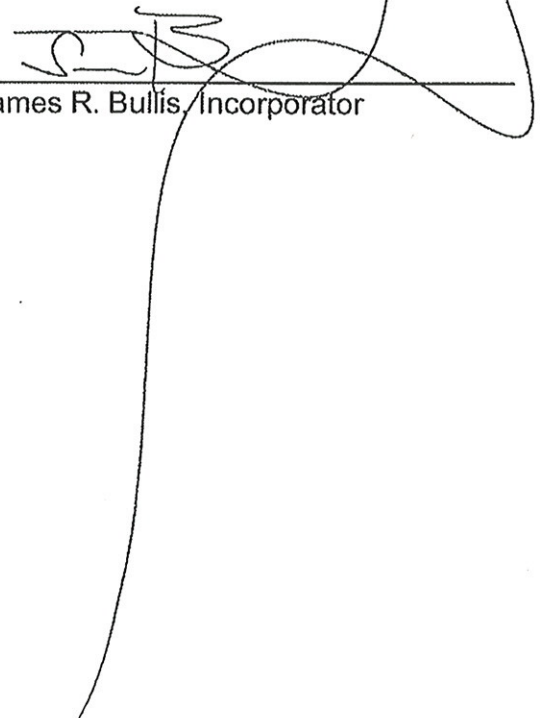
Article 11. Reservation of Rights. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

Article 12. Amendment Procedure With Board Approval. Any amendment to the Articles of Incorporation, approved by the affirmative vote of a majority of the members of the Board of Directors at a duly convened meeting where a quorum is present or by an action in writing of a majority of the Directors, may be adopted by the affirmative vote of the shareholders of record of shares of at least fifty-one percent (51%) of the voting shares present at a duly convened meeting of shareholders where a quorum is present (which shall include unanimous actions in writing by the shareholders entitled to vote) except as may be otherwise prescribed by law.

Article 13. Amendment Procedure Without Board Approval. Any amendment to the Articles of Incorporation, not approved by the affirmative vote of a majority of the members of the Board of Directors at a duly convened meeting where a quorum is present or by an action in writing of a majority of the Directors, may be adopted by the affirmative vote of the shareholders of record of shares of at least sixty-six and two-thirds percent (66-2/3%) of the voting shares present at a duly convened meeting of shareholders where a quorum is present (which shall include unanimous actions in writing by the shareholders) except as may be otherwise prescribed by law.

Article 14. Effective Date. The effective date of these Articles of Incorporation shall be the date of filing with the North Dakota Secretary of State.

Dated: April 15, 2016.



James R. Bullis, Incorporator