FRANCISCO V. AGUILAR
Secretary of State

DEPUTY BAKKEDAHL
Deputy Secretary for
Commercial Recordings

STATE OF NEVADA

OFFICE OF THE
SECRETARY OF STATE

Commercial Recordings & Notary Division
401 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138

North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888

Jerry Shackelford
819 McCulloch Blvd S
Lake Havasu City, AZ 86406, USA

Work Order #: W2023102501040
October 25, 2023
Receipt Version: 1

Special Handling Instructions:

Submitter ID: 686831

Charges

Description	Fee Description	Filing Number	Filing Date/Time	Filing Status	Qty	Price	Amount
Articles of Incorporation-Nonprofit	Fees	20233581145	10/25/2023 11:38:18 AM	InternalReview	1	$50.00	$50.00
Initial List	Fees	20233581147	10/25/2023 11:38:18 AM	InternalReview	1	$50.00	$50.00
Total							$100.00

Payments

Type	Description	Payment Status	Amount
Credit Card	6982590853106821103260	Success	$100.00
Credit Card	Service Fee	Success	$2.50
Total			$102.50

Credit Balance: $0.00

Jerry Shackelford
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Lake Havasu City, AZ 86406, USA

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Fax (702) 486-2888

Business Entity - Filing Acknowledgement

10/25/2023

Work Order Item Number:	W2023102501040 - 3241267
Filing Number:	20233581145
Filing Type:	Articles of Incorporation-Nonprofit
Filing Date/Time:	10/25/2023 11:38:18 AM
Filing Page(s):	8

Indexed Entity Information:

Entity ID: E34520262023-7 **Entity Name:** Project Phoenix

Entity Status: Active **Expiration Date:** None

Non-Commercial Registered Agent
Nevada Registered Agent LLC
401 Ryland St STE 200A, Reno, NV 89502, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

FVAguilar

FRANCISCO V. AGUILAR
Secretary of State

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Secretary of State

DEPUTY BAKKEDAHL
Deputy Secretary for
Commercial Recordings

STATE OF NEVADA

OFFICE OF THE
SECRETARY OF STATE

Commercial Recordings Division
401 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138

North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888

Business Entity - Filing Acknowledgement

10/25/2023

Work Order Item Number:	W2023102501040 - 3241269
Filing Number:	20233581147
Filing Type:	Initial List
Filing Date/Time:	10/25/2023 11:38:18 AM
Filing Page(s):	2

Indexed Entity Information:

Entity ID: E34520262023-7 **Entity Name:** Project Phoenix

Entity Status: Active **Expiration Date:** None

Non-Commercial Registered Agent
Nevada Registered Agent LLC
401 Ryland St STE 200A, Reno, NV 89502, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

FVAguilar

FRANCISCO V. AGUILAR
Secretary of State

FRANCISCO V. AGUILAR
Secretary of State
401 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Filed in the Office of	Business Number E34520262023-7
FVAguilar	Filing Number 20233581145
Secretary of State	Filed On 10/25/2023 11:38:18 AM
State Of Nevada	Number of Pages 8

Formation - Nonprofit Corporation

☐ NRS 82 - Articles of Incorporation Nonprofit
☐ NRS 81.010 - Formation of Nonprofit Cooperative Corporation With or Without Stock
☐ NRS 81.170-81.270 - Articles of Cooperative Association
☐ NRS 80 - Foreign Nonprofit Corporation
☑ NRS 81.410 - Articles of Incorporation Nonprofit Cooperative Corporation Without Stock

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Name of Entity: (If foreign, name in home jurisdiction)

Project Phoenix

2. Registered Agent for Service of Process: (Check only one box)

☐ Commercial Registered Agent (name only below)
☑ Noncommercial Registered Agent (name and address below)
☐ Office or position with Entity (title and address below)

Nevada Registered Agent LLC
Name of Registered Agent **OR** Title of Office or Position with Entity

Street Address	City		Zip Code
401 Ryland St, STE 200A	Reno	Nevada	89502

Mailing Address (If different from street address)	City		Zip Code
		Nevada	

2a. Certificate of Acceptance of Appointment of Registered Agent:

I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Incorporation, submit a separate signed Registered Agent Acceptance form.

X David Roberts — 10/25/2023
Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity — **Date**

3. Names and Addresses of the Board of Directors, Member, or Trustees

(NRS 81.410 must not be less than three members, see instructions)

	Name	Address	City	State	Zip Code
1)	Jerry Shackelford	819 McCulloch Blvd S	Lake Havasu City	AZ	86406
2)	Aaron Castelblanco	819 McCulloch Blvd S	Lake Havasu City	AZ	86406
3)	Pamela Tunnell	819 McCulloch Blvd S	Lake Havasu City	AZ	86406

4. Jurisdiction of Incorporation: (NRS 80 only)

4a. Jurisdiction of incorporation:

4b. I declare this entity is in good standing in the jurisdiction of its incorporation. ☐

5. Authorized Shares: (Number of shares corporation is authorized to issue, NRS 80 and NRS 81.010)

Number of common shares with Par value: 0 — Par value: $ 0
Number of preferred shares with Par value: 0 — Par value: $ 0
Number of shares with no par value: 0

If a Nonprofit Entity: (NRS 80 only)
☐ This is a nonprofit entity with authorized stock, as listed above.
☐ This entity is a nonprofit, non-stock corporation.

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Formation - Non-profit Corporation

Continued, Page 2

6. Benefit Corporation: (For NRS 81.010,optional. see instructions.)	By selecting "Yes" you are indicating that the corporation is organized as a benefit corporation pursuant to NRS Chapter 78B with a purpose of creating a general or specific public benefit. The purpose for which the benefit corporation is created must be disclosed in the below purpose field. **Yes** ☐
7. Purpose: (Required for NRS 80, NRS 81.010, NRS 81.170-81.270, 81.410, and any entity selecting Benefit Corporation. See instructions.)	**The organization will purchase or lease property for the construction of a self-sustaining homestead and animal rescue. These facilities will then be utilized to assist veterans who are having difficulty adjusting to civilian life, via the Project Phoenix Transitions Program which can be either 3 or 6 months (or more) in length depending on the needs of the veteran. Veteran will receive free housing, meals, transportation to and from VA appointments if needed, daily task and responsibilities, recreation and mentoring by other veterans during the course of their stay. The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.**
8. Member Property Rights: (NRS 81.010 see instructions)	The property rights and interest of each member are: ☐ Equal **OR** ☐ Unequal
9. Member Property Rights: (NRS 81.410 see instructions)	The voting power and the property rights and interest of each member are: ☐ Equal **OR** ☐ Unequal
10. Term: (NRS 81.010, 81.170-81.270, 81.410 may be perpetual)	The term of existance: (if existence is not perpetual) ___ — **11. Equal Interest Rights:** (NRS 81.170-81.270) The interest and right of each member therein is to be equal.
12. Membership Fee: (NRS 81.170-81.270, must be completed)	The membership fee is $ ___ per member. Each member signing the articles has paid the fee and their interests and rights are equal.
13. Name, Address and Signature of: NRS 80 Name, title and signature making the statement. NRS 81.010 Name, address and signature of three or more of the original members, a majority of whom must be residents of this state. NRS 81.410 and 82 Name, address and signature of the Incorporator(s). NRS 81.170 Must be signed by the original associates or members.	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. Name: **Jerry Shackelford** Country: **United States** Address: **819 McCulloch Blvd S** City: **Lake Havasu City** State: **AZ** Zip/Postal Code: **86406** X **Jerry Shackelford** (attach additional page if necessary)

AN INITIAL LIST OF OFFICERS MUST ACCOMPANY THIS FILING

Please include any required or optional information in space below:

(attach additional page(s) if necessary)

BYLAWS
OF
PROJECT PHOENIX

Filed in the Office of	Business Number **E34520262023-7**
	Filing Number **20233581145**
Secretary of State State Of Nevada	Filed On **10/25/2023 11:38:18 AM**
	Number of Pages **8**

The name of the organization is Project Phoenix. The organization is organized in accordance with the Revised Nevada Statutes, Chapter 82, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is the following:

The organization will purchase or lease property for the construction/development of a self-sustaining homestead and animal rescue. These facilities will then be utilized to assist veterans who are having difficulty adjusting to civilian life, via the Project Phoenix Transitions Program which can be 3 to 6 months or more in length depending on the needs of the veteran. Veteran will receive free housing, meals, transportation to and from VA appointments if needed, daily task and responsibilities, internships and job/career training when available, recreation and mentoring by other veterans during the course of their stay.

The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE I
MEETINGS

Section 1. <u>Annual Meeting</u>. An annual meeting shall be held once each calendar year for the purpose of electing/adding directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. <u>Special Meetings</u>. Special meetings maybe be requested by the President or the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet of other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 3. <u>Notice</u>. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be emailed to all directors/officers of record at the email address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when sent and documented as such.

Section 4. <u>Place of Meeting</u>. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 5. <u>Quorum</u>. A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

ARTICLE II
DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a Board of Directors, initially consisting of 1 President/CEO, 1 Vice President/COO, and 1 Treasurer/Secretary. The number and function/titles of Board members may be adjusted with a majority vote of the Board of Directors.

Section 2. Election and Term of Office. The initial Board of Directors shall serve a term of 20 year(s), or until a successor has been elected and appointed by the Board of Directors. An elected/appointed officer/director may be terminated or replaced, prior to the end of their term, with a 2/3 vote of the Board of Directors.

Section 3. Quorum. A majority of directors shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 5. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' emailed written notice, effective when emailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet of other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 7. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 8. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 9. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 10. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE III
OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Treasurer, and a Secretary. Two or more offices may be held by one person. The President may not serve concurrently as a Vice President.

> **President/Chairman.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.
>
> **Vice President.** The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.
>
> **Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.
>
> **Treasurer/CFO.** The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

Section 2. Election and Term of Office. The officers shall be elected by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a 5 year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE IV
CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE V
AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE VI
INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

ARTICLE VII
DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Certification

Jerry Shackelford, President of Project Phoenix, and Pamela Tunnell, Secretary of Project Phoenix certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on 10/25/2023.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on 10/25/2023.

By: Date:10/25/2023
Jerry Shackelford, President

By: *Pamela Tunnell* Date: 10/25/2023
Pamela Tunnell, Secretary

BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Filed in the Office of	Business Number E34520262023-7
FVAguilar	Filing Number 20233581145
Secretary of State State Of Nevada	Filed On 10/25/2023 11:38:18 AM
	Number of Pages 8

Registered Agent Acceptance/Statement of Change

(PURSUANT TO NRS 77.310, 77.340, 77.350, 77.380)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:
Name of represented entity:

Entity or Nevada Business Identification Number (NVID):
(for entities currently on file)

2. Registered Agent Acceptance:
☐ Registered Agent Acceptance

3. Information Being Changed:
Statement of Change takes the following effect: (select only one)
☐ Appoints New Agent (complete section 5)
☐ Update Represented Entity Acting as Registered Agent (complete sections 5)
☐ Update Registered Agent Name (complete sections 4 & 5)
☐ Update Registered Agent Address (complete sections 4 & 5)

4. Registered Agent Information Before the Change: (Non-commercial registered agents **ONLY**)
Name of Registered Agent **OR** Title of Office or Position with Entity
Street Address | City | Nevada | Zip Code
Mailing Address (if different from street address) | City | Nevada | Zip Code

5. Newly Appointed Registered Agent or Registered Agent Information After the Change:
☐ Commercial Registered Agent:(name only below)
☐ Noncommercial Registered Agent (name and address below)
☐ Office or Position with Entity (title or position and address below)
Name of Registered Agent **OR** Title of Office or Position within Entity
Street Address | City | Nevada | Zip Code
Mailing Address (if different from street address) | City | Nevada | Zip Code

6. Electronic Notification: (Optional)
Email address for electronic notifications for "Non-Commercial" or "Office or Positions with Entity" registered agents only:

7. Certificate of Acceptance of Appointment of Registered Agent: (Required)
I hereby accept appointment as Registered Agent for the above named Entity.

X David Roberts
Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity
Sep 8, 2023
Date

8. Signature of Represented Entity: (Required)
X
Authorized Signature On Behalf of the Entity
Date

FEE: $60.00
This form must be accompanied by appropriate fees.

FRANCISCO V. AGUILAR
Secretary of State
401 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Initial List and State Business License Application

Initial List Of Officers, Managers, Members, General Partners, Managing Partners, or Trustees:

Project Phoenix

NAME OF ENTITY

TYPE OR PRINT ONLY - USE DARK INK ONLY - DO NOT HIGHLIGHT

IMPORTANT: *Read instructions before completing and returning this form.*

Please indicate the entity type (check only one):

Filed in the Office of	Business Number **E34520262023-7**
F.V.Aguilar	Filing Number **20233581147**
Secretary of State State Of Nevada	Filed On **10/25/2023 11:38:18 AM**
	Number of Pages **2**

- [ ] Corporation
  - [ ] This corporation is publicly traded, the Central Index Key number is:
- [x] Nonprofit Corporation (see nonprofit sections below)
- [ ] Limited-Liability Company
- [ ] Limited Partnership
- [ ] Limited-Liability Partnership
- [ ] Limited-Liability Limited Partnership (if formed at the same time as the Limited Partnership)
- [ ] Business Trust

Additional Officers, Managers, Members, General Partners, Managing Partners, Trustees or Subscribers, may be listed on a supplemental page.

CHECK ONLY IF APPLICABLE

Pursuant to NRS Chapter 76, this entity is exempt from the business license fee.

- [ ] 001 - Governmental Entity
- [ ] 006 - NRS 680B.020 Insurance Co, provide license or certificate of authority number

For nonprofit entities formed under NRS chapter 80: entities without 501(c) nonprofit designation are required to maintain a state business license, the fee is $200.00. Those claiming and exemption under 501(c) designation must indicate by checking box below.

- [ ] Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the business license fee. Exemption Code 002

For nonprofit entities formed under NRS Chapter 81: entities which are Unit-owners' association or Religious, Charitable, fraternal or other organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C $ 501(c) are excluded from the requirement to obtain a state business license. Please indicate below if this entity falls under one of these categories by marking the appropriate box. If the entity does not fall under either of these categories please submit $200.00 for the state business license.

- [x] Unit-owners' Association
- [ ] Religious, charitable, fraternal or other organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. $501(c)

For nonprofit entities formed under NRS Chapter 82 and 80: **<u>Charitable Solicitation Information - check applicable box</u>**

Does the Organization intend to solicit charitable or tax deductible contributions?

- [ ] No - no additional form is required
- [ ] Yes - the *Charitable Solicitation Registration Statement* is required.
- [ ] The Organization claims exemption pursuant to NRS 82A 210 - the *Exemption From Charitable Solicitation Registration Statement* is required

****Failure to include the required statement form will result in rejection of the filing and could result in late fees.****

FRANCISCO V. AGUILAR
Secretary of State
401 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Initial List and State Business License Application - Continued

Officers, Managers, Members, General Partners, Managing Partners or Trustees:

CORPORATION, INDICATE THE PRESIDENT/CEO:

Name	Country		
Jerry Shackelford	USA		
Address	**City**	**State**	**Zip/Postal Code**
819 McCulloch Blvd. S.	Lake Havasu City	AZ	86406

CORPORATION, INDICATE THE VICE PRESIDENT/COO:

Name	Country		
Aaron Castelblanco	USA		
Address	**City**	**State**	**Zip/Postal Code**
819 McCulloch Blvd. S	Lake Havasu City	AZ	86406

CORPORATION, INDICATE THE TREASURER/SECRETARY:

Name	Country		
Pamela Tunnell	USA		
Address	**City**	**State**	**Zip/Postal Code**
819 McCulloch Blvd S	Lake Havasu City	AZ	86406

None of the officers and directors identified in the list of officers has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct.

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.

X Jerry Shackelford

Signature of Officer, Manager, Managing Member, General Partner, Managing Partner, Trustee, Member, Owner of Business, Partner or Authorized Signer *FORM WILL BE RETURNED IF UNSIGNED*

Title	Date
President	10/25/2023

SECRETARY OF STATE

STATE OF NEVADA

DOMESTIC NONPROFIT COOPERATIVE CORPORATION WITHOUT STOCK (81) CHARTER

I, FRANCISCO V. AGUILAR, the duly qualified and elected Nevada Secretary of State, do hereby certify that **Project Phoenix** did, on 10/25/2023, file in this office the original Articles of Incorporation-Nonprofit that said document is now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said document contains all the provisions required by the law of the State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 10/25/2023.

FRANCISCO V. AGUILAR
Secretary of State

Certificate
Number: B202310254065307

You may verify this certificate online at http://www.nvsos.gov

FRANCISCO V. AGUILAR
Secretary of State

DEPUTY BAKKEDAHL
Deputy Secretary for
Commercial Recordings

STATE OF NEVADA

OFFICE OF THE
SECRETARY OF STATE

Commercial Recordings Division
401 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138

North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888

CERTIFICATION OF EXEMPTION
NEVADA STATE BUSINESS LICENSE

You have filed a notice citing a statutory exemption pursuant to Nevada Revised Statutes and therefore are not required to maintain a Nevada State Business License.

If your exemption changes or your business is no longer exempt, you must file an amendment reflecting your current business status.

Nevada Business Identification Number: NV20232934273

Entity Name: Project Phoenix

Associated Business Name:

Entity Type: Domestic Nonprofit Cooperative Corporation Without Stock (81)

Exemption Code: 007 - Exception - 501(c)

Issued this 10/25/2023

Please post in a Conspicuous Location