

August 31, 2023

Brenda Erdoes  
Legislative Council Bureau  
Nevada State Legislature  
401 South Carson Street  
Carson City, NV 89701

Dear Ms. Erdoes,

I hope this finds you well.

The Las Vegas Museum of Art respectfully requests the full disbursement of funds from Nevada Senate Bill 341 and Nevada Assembly Bill 525, from which the LVMA was appropriated \$5 million dollars to establish an art museum in Las Vegas, Nevada. We are so grateful for the Nevada Legislature's support and look forward to realizing this project!

The LVMA has been incorporated under the laws of the State of Nevada as a nonprofit corporation, EIN number 93-2603279. We are including the following supporting documents for review: the nonprofit corporation charter, articles of incorporation, bylaws, employer identification letter and confirmation of 501c3 filing.

Our purpose to establish a museum of art in Las Vegas, Nevada to be known as the Las Vegas Museum of Art, is stated in the articles of incorporation and further outlined in the bylaws by which, in addition to building the museum, we will focus on serving the diverse Las Vegas community through inclusive exhibitions and programs across ages, cultures and genres.

Thank you kindly for your time and attention and please do not hesitate to reach out with any questions.

Sincerely,



Heather Harmon

# SECRETARY OF STATE



## DOMESTIC NONPROFIT CORPORATION (82) CHARTER

I, FRANCISCO V. AGUILAR, the duly qualified and elected Nevada Secretary of State, do hereby certify that **Las Vegas Museum of Art** did, on 06/05/2023, 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 06/05/2023.

A handwritten signature in black ink that reads "FV Aguilar".

FRANCISCO V. AGUILAR  
Secretary of State

Certificate  
Number: B202306053704783  
You may verify this certificate  
online at <http://www.nvsos.gov>



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

## Formation - Non-profit Corporation

Continued, Page 2

<b>6. Benefit Corporation:</b> (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 <input type="checkbox"/>												
<b>7. Purpose:</b> (Required for NRS 80, NRS 81.010, NRS 81.170-81.270, 81.410, and any entity selecting Benefit Corporation. See instructions.)	<b>The corporation is organized exclusively for charitable, educational, scientific or religious purposes, including, for such purposes to assist, contribute to and support other organizations organized exclusively for charitable, educational, scientific and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended ("Code").</b>													
<b>8. Member Property Rights:</b> (NRS 81.010 see instructions)	The property rights and interest of each member are: <input type="checkbox"/> Equal OR <input type="checkbox"/> Unequal													
<b>9. Member Property Rights:</b> (NRS 81.410 see instructions)	The voting power and the property rights and interest of each member are: <input type="checkbox"/> Equal OR <input type="checkbox"/> Unequal													
<b>10. Term:</b> (NRS 81.010, 81.170-81.270, 81.410 may be perpetual)	The term of existence: (if existence is not perpetual)	<b>11. Equal Interest Rights:</b> (NRS 81.170-81.270) The interest and right of each member therein is to be equal.												
<b>12. Membership Fee:</b> (NRS 81.170-81.270, must be completed)	The membership fee is \$ <input type="text"/> per member. Each member signing the articles has paid the fee and their interests and rights are equal.													
<b>13. Name, Address and Signature of:</b>  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. <table border="1"><tr><td><b>Jackie Kindelan</b></td><td><b>United States</b></td></tr><tr><td>Name</td><td>Country</td></tr><tr><td><b>2700 E. Sunset Road, Suite 15</b></td><td><b>Las Vegas</b></td><td><b>NV</b></td><td><b>89120</b></td></tr><tr><td>Address</td><td>City</td><td>State</td><td>Zip/Postal Code</td></tr></table> <b>X Jackie Kindelan</b> (attach additional page if necessary)		<b>Jackie Kindelan</b>	<b>United States</b>	Name	Country	<b>2700 E. Sunset Road, Suite 15</b>	<b>Las Vegas</b>	<b>NV</b>	<b>89120</b>	Address	City	State	Zip/Postal Code
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Address	City	State	Zip/Postal Code											

### 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)

Filed in the Office of <i>FVAguilar</i> Secretary of State State Of Nevada	Business Number <b>E32452462023-8</b> Filing Number <b>20233245245</b> Filed On <b>06/05/2023 09:59:03 AM</b> Number of Pages <b>4</b>
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**ATTACHMENT TO  
NONPROFIT ARTICLES OF INCORPORATION  
OF  
LAS VEGAS MUSEUM OF ART**

**ARTICLE 14.** The period of its duration is perpetual.

**ARTICLE 15.** The corporation shall have and exercise all powers granted to nonprofit corporations by the Nevada Revised Statutes as they now exist or as they may hereafter be amended.

**ARTICLE 16.** Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation are:

1. The affairs of the corporation are to be managed by the Board of Trustees as determined and set forth in the Bylaws of the corporation adopted by the Board of Trustees.

2. The property of the corporation is irrevocably dedicated to charitable, scientific, religious or educational purposes within the meaning of Section 501(c)(3) of the Code as now in effect or as may hereafter be amended. No part of the net earnings of the corporation shall inure to the benefit of any trustee, director or officer of the corporation, or any private individual (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation affecting one or more of its purposes and reimbursement may be made for any expenses incurred for the corporation by any officer, trustee, director, agent or employee, or any other person or corporation, as provided by the corporation bylaws or a policy adopted by the Board of Trustees and no trustee, director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 shall not participate in, or intervene in (including the publication or distribution of statements). The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office except as otherwise provided in Section 501(h) of the Code.

3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code.

4. No part of the assets of the corporation shall inure to the benefit of or be distributable to any organizations whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

5. To protect the tax-exempt status of the corporation the following provisions shall apply during such period, or periods, of time as the corporation is treated as a "private foundation" pursuant to Section 509 of the Code:

a. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

b. The corporation shall not engage in any act of self-dealing as defined in Section 4941 of the Code.

c. The corporation shall not retain any excess business holdings in violation of Section 4943(c) of the Code.

d. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

e. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

**ARTICLE 17.** Upon the dissolution of the corporation or the winding up of the affairs of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all obligations of the corporation, transfer or pay over all of its assets to one or more exempt organizations of the kind described in Section 501(c)(3) of the Code.

**ARTICLE 18.** The Bylaws of the corporation are to be made and adopted by the Board of Trustees and may be amended or rescinded by a vote of the Board as provided for therein.

**ARTICLE 19.** These Articles of Incorporation may be amended upon adoption of a Certificate of Amendment to the Articles of Incorporation by the majority vote of the Board of Trustees.

**ARTICLE 20.** To the maximum extent permitted under the Nevada Revised Statutes, no trustee, director or officer of the corporation shall be personally liable to the corporation for damages as a result of any act or failure to act in his or her capacity as a trustee, director or officer.





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

Filed in the Office of <i>FVAguilar</i> Secretary of State State Of Nevada	Business Number <b>E32452462023-8</b> Filing Number <b>20233246134</b> Filed On <b>6/5/2023 12:14:00 PM</b> Number of Pages <b>3</b>
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**Non-Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 81, 82 & 84)  
**Certificate to Accompany Restated Articles or Amended and**  
**Restated Articles** (PURSUANT TO NRS 82.371)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

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

<b>1. Entity information:</b>	Name of entity as on file with the Nevada Secretary of State: <div style="border: 1px solid black; padding: 2px;">Las Vegas Museum of Art</div> Entity or Nevada Business Identification Number (NVID): <div style="border: 1px solid black; padding: 2px;">E32452462023-8</div>
<b>2. Restated or Amended and Restated Articles</b> (Select one):  (If <u>amending and restating only</u> , complete section 1,2 3, 5 and 6)	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: <div style="border: 1px solid black; width: 100px; height: 15px;"></div> The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
<b>3. Type of amendment filing being completed:</b> (Select only one box)  (If amending, complete section 1, 3, 5 and 6.)	<input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS Chapters 81 and 82 - Before First Meeting of Directors) The undersigned are a majority of the original incorporators of the nonprofit corporation, or the majority necessary for the approval as otherwise provided by NRS.  As of the date of this certification no meeting of the directors has taken place and the corporation has no members other than the incorporators.  <input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS Chapters 81 and 82 - After First Meeting of Directors) The directors (or trustees) and the members, if any, and such other persons or public officers, if any, as may be required by the articles, have approved the amendment. The vote by which the amendment was adopted by the directors and members, if any, is as follows: * Vote of Directors: <div style="border: 1px solid black; width: 80px; height: 15px;"></div> Vote of Members: <div style="border: 1px solid black; width: 80px; height: 15px;"></div> <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: <div style="border: 1px solid black; width: 500px; height: 20px;"></div> Jurisdiction of formation: <div style="border: 1px solid black; width: 200px; height: 20px;"></div> Changes to takes the following effect: <div style="display: flex; justify-content: space-between;"><div><input type="checkbox"/> The entity name has been amended.</div><div><input type="checkbox"/> Dissolution</div></div> <div style="display: flex; justify-content: space-between;"><div><input type="checkbox"/> The purpose of the entity has been amended.</div><div><input type="checkbox"/> Merger</div></div> <div style="display: flex; justify-content: space-between;"><div><input type="checkbox"/> The authorized shares have been amended.</div><div><input type="checkbox"/> Conversion</div></div> <div><input type="checkbox"/> Other: (specify changes) <div style="border: 1px solid black; width: 400px; height: 20px;"></div></div> <small>* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.</small>

This form must be accompanied by appropriate fees.



FRANCISCO V. AGUILAR  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
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**Non-Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 81, 82 & 84)  
**Certificate to Accompany Restated Articles or Amended and**  
**Restated Articles** (PURSUANT TO NRS 82.371)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

**3. Type of amendment filing being completed continued:** (If amending, complete section 1, 3, 5 and 6.)

☐ Certificate of Amendment to Articles of Incorporation For Corporation Sole  
(Pursuant to NRS Chapter 84)

The undersigned is the person authorized to represent the corporation sole.

**4. Effective date and time:** (Optional)

Date:

Time:

(must not be later than 90 days after the certificate is filed)

**5. Information being changed:** (Domestic corporations only)

Changes to takes the following effect:

- ☐ The entity name has been amended.  
☐ The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)  
☒ The purpose of the entity has been amended.  
☐ The authorized shares have been amended.  
☐ The directors, managers or general partners have been amended.  
☐ IRS tax language has been added.  
☐ Articles have been added.  
☐ Articles have been deleted.  
☐ Other.

The articles have been amended as follows: (provide article numbers, if available)

7. Purpose. The corporation is organized exclusively for charitable, educational, scientific or religious purposes, including, for such purposes to assist, contribute to and support other organizations organized exclusively for charitable, educational, scientific and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended ("Code"). (CONTINUED) (attach additional page(s) if necessary)

**6. Signature:**  
(Required)

X

Signature of Officer, Incorporator or Authorized Signer

Incorporator

Title

X

Signature of Officer, Incorporator or Authorized Signer

Title

\* A majority of a quorum of the voting power of the members, or as may be required by the articles, must vote in favor of the amendment. If any proposed amendment would alter or change any preference or any relative or other right given to any class of members, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of a majority of a quorum of the voting power of each class of members affected by the amendment regardless of limitations or restrictions on their voting power. An amendment pursuant to NRS 81.210 requires approval by a vote of 2/3 of the members.

This form must be accompanied by appropriate fees.

**ATTACHMENT TO NON-PROFIT CORPORATION CERTIFICATE OF AMEDMENT  
OF  
LAS VEGAS MUSEUM OF ART**

**7. Purpose (Continued).** Without limiting and subject to the foregoing, the corporation's specific purpose is to establish a museum of art in Las Vegas, Nevada to be known as the Las Vegas Museum of Art.



**BYLAWS  
OF  
LAS VEGAS MUSEUM OF ART  
A Nevada Nonprofit Corporation**

**ARTICLE I  
CORPORATION'S ARTICLES OF INCORPORATION**

1.1 References to Articles. Any reference in these bylaws (the "Bylaws") made to the Articles of Incorporation (the "Articles") of the Las Vegas Museum of Art (the "Corporation") will be deemed to refer to its articles of incorporation and all amendments thereto at any given time on file with the Nevada Secretary of State (or any successor to its functions), together with any and all certificates filed by the Corporation with the Nevada Secretary of State pursuant to applicable law.

1.2 Seniority. The Articles will in all respects be considered senior and superior to these Bylaws, with any inconsistency to be resolved in favor of the Articles, and with these Bylaws to be deemed automatically amended from time to time to eliminate any such inconsistency which may then exist.

1.3 Principal Office. The Corporation may have offices at such places, in or outside the state of Nevada, as the Board of Directors of the Corporation (the "Board") may, from time to time, determine.

1.4 Corporate Seal. If the Board resolves to adopt a corporate seal, the seal shall be in a form approved by the Board, but in any event must contain the name of the Corporation and the words "Nevada" and "Seal" as elements. The Corporation's failure to use a corporate seal shall not affect the legality of any document or record.

1.5 Registered Agent. The Board may change the Corporation's registered agent from time to time by filing a statement with the Nevada Secretary of State pursuant to applicable law.

**ARTICLE II  
BOARD OF DIRECTORS**

2.1 Powers.

(a) Subject to applicable law and in accordance with the purposes and limitations set forth in the Articles and these Bylaws, the business, property, activities, and affairs of the Corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of, the Board.

(b) Subject to applicable law and in accordance with the purposes and limitations set forth in the Articles and these Bylaws, the Board may delegate the management of the Corporation's activities to any person, persons, or Committee (as defined below) however composed; provided, that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

2.2 Number of Directors; Qualifications. The number of directors ("Directors") of the Board of the Corporation shall not be less than three (3) nor more than fifteen (15) unless otherwise changed at any regular or special meeting by the majority vote of the Board. The Board shall have the authority to fill, by nomination and election, any vacancies on the Board that may occur. The Board shall follow the nomination and election procedure provided in Section 2.3, hereof, to subsequently elect new Directors of the Board. The Board may also specify the term for which new Directors of the Board shall serve consistent with Section 2.3, hereof. The nomination procedure shall be designated by the Executive Committee. No

reduction of the authorized number of Directors shall have the effect by itself of removing any Director before the expiration of the Director's term of office. Each Director shall be at least eighteen (18) years of age.

2.3 Election of Directors. The terms of all Directors appointed or elected prior to the first annual meeting of the Corporation shall expire at the time of the first annual meeting. At the first annual meeting, the Board shall provide for staggered terms of its Directors, by designating one (1) and two (2) year terms. The number of Directors designated for each term shall be equal, or as equal as possible. Following the expiration of the initial designated terms, the terms of Directors shall subsequently be elected for three (3) years. Directors shall be elected at each annual meeting to fill those terms that have expired. Directors may be elected to serve unlimited consecutive or non-consecutive terms, and Directors may elect to serve as many terms as they are nominated to fill. In lieu of nominating a Director during a meeting, a nomination may be submitted by letter or electronic email by a member of the Board to the Secretary. Upon receipt of the nomination, the Secretary shall forward it to the members of the Board at least five (5) days prior to said annual meeting for a decision to be rendered in writing or by electronic email. Each Director who has been elected to fill a vacancy or elected at a special meeting shall hold office until expiration of the term for which such Director is elected.

2.4 Removal and Resignation. The Board may, by an affirmative vote of a majority of its voting power (not including the Director(s) with respect to whom the vote relates), remove any Director for failure to attend meetings or to reasonably fulfill his or her obligations as a Director, or for any other reason which may reasonably cause not less than a majority of the voting power of the Board to conclude that removal of such Director would materially enhance the continued conduct and affairs of the Corporation. The removal of a person as a Director does not automatically prevent the same person from serving as an officer. Any Director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a Director.

2.5 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the authorized number of Directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a Director, shall be filled by a majority of the remaining Directors, though less than a quorum. Each Director so elected shall serve until the next annual meeting of the Board and until such Director's successor shall have been duly elected and qualified in accordance with Section 2.3, hereof, or until such Director's earlier death, resignation, or removal.

2.6 Board of Directors' Duties. It shall be the duty of the Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles, or by these Bylaws;

(b) Regulate and control the management, operations, and maintenance of the Corporation and its assets;

(c) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe and supervise the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation; and

(d) Meet at such times and places as required by these Bylaws.

2.7 Restriction on Power of Directors. Notwithstanding the power and authority of the Board set forth in these Bylaws, the Corporation shall not make any loan to any private person, including, without limitation, any Director, officer, or employee of the Corporation, guarantee any indebtedness of any private person, including, without limitation, any Director, officer, or employee of the Corporation, or otherwise use its credit for any purpose not in furtherance of the Corporation's charitable mission.

2.8 Compensation. No part of the Corporation's property or earnings shall inure to the benefit of any Board member or any private individual, except that reasonable compensation may be paid to any person for services rendered to or for the Corporation in carrying out one or more of its purposes. No member of the Board or any private individual shall be entitled to share in the distribution of any of the corporate assets of the Corporation upon its dissolution.

### **ARTICLE III**

#### **MEETINGS OF THE BOARD**

3.1 Regular Meetings. Regular meetings of the Board shall be held a minimum of two (2) times per fiscal year at a place and time to be determined by the Board. The last regular meeting of each fiscal year shall be the annual meeting.

3.2 Annual Meeting. At the annual meeting, the Board shall undertake the election of Directors and officers and other transactions of business. For the election to fill a seat on the Board, each Director shall cast one (1) vote for each Director to be elected. The candidates receiving the highest number of votes shall be elected.

3.3 Special Meetings. Special meetings may be called by the Chair(s), the Executive Director, or by the number of Directors that would be required to constitute a quorum, in each case upon written request or electronic email submitted to the Secretary.

3.4 Minutes. The Board shall be responsible for the recording and maintaining of minutes of the proceedings of meetings of the Board and Committees.

3.5 Place of Meetings. Meetings of the Board shall be held at a time and place designated by notice of the meeting. If no place is stated in the notice or if there is no notice, meetings shall be held at the principal executive office of the Corporation unless another place has been designated by a resolution duly adopted by a majority of the Board. Any Director may participate in a meeting by conference telephone, video conference, or similar communications media, by means of which all persons participating in the meeting can hear each other. A Director who participates in a meeting by remote means shall be considered present.

3.6 Notice of Meetings.

(a) Notices of Board meetings shall be issued by: (1) first-class mail; (2) electronic email; or (3) other electronic means, directed to each Director at such person's address or contact information as it appears on the records of the Corporation. Notice shall be deemed to have been given when sent provided that no notice of a transmission failure is received and, if sent by mail, when deposited in the United States mail with prepaid postage thereon. Notice of a special meeting of the Board must be given to each Director not less than seven (7) days before such meeting; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight hours before the time at which such meeting is to be held if given personally, by telephone, or by electronic mail, unless the meeting relates to an emergency that must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible.

(b) The calendar of regular meetings shall be established and distributed at the annual meeting, with meetings subject to schedule change with consent of the Board. The next regular meeting will be noted in the prior meeting's minutes and will serve as notice. Notice of special meetings shall be made by any means necessary and established in writing via electronic email.

(c) Notwithstanding the foregoing, no notice of a regular meeting shall be required where the time and place of the meetings are fixed by Board resolution. Notice of a regular or special meeting need not be given to a Director who submits a signed waiver of notice before, after, or at the meeting's commencement. The attendance of a Director at, or participation of a Director in, a meeting shall constitute a waiver of notice of such meeting, unless the Director at the beginning of the meeting (or promptly upon such person's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

### 3.7 Quorum for Meetings.

(a) A majority of the Board then in office shall constitute a quorum for the transaction of any business.

(b) If, during a meeting at which a quorum was initially present, some Directors leave rendering the meeting without a quorum, the Board or Committee may continue to transact business so long as any action taken or decision made is approved by at least the number of Directors required to take action if a quorum were present.

(c) Each Director of the Board shall be entitled to one (1) vote and shall not be liable for any dues or assessments at any time or of any type, but shall in other respect be subject to all laws of the State of Nevada relating to directors of nonprofit corporations.

3.8 Adjournment of Meetings. A majority of the Directors present, whether or not a quorum is present, may adjourn the meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time and place shall be given before the adjourned meeting to each Director not present at the time of the adjournment.

3.9 Conduct of Meetings. Meetings of the Board shall be presided over by the Chair(s) of the Corporation or, in the Chair's absence, by the Vice Chair of the Corporation or, in the absence of each of these persons, by a person chosen by the majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all Board meetings, or in the Secretary's absence, by another presiding officer appointed by the Secretary to serve in their absence.

3.10 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board or any Committee thereof may be taken without a meeting if a majority of the Board or Committee members entitled to vote on the matter, as the case may be, consent thereto in writing; provided, however, if the vote of a higher proportion of the Board or Committee is required for an action, then such higher proportion of written consent shall be required. Such consent shall have the same effect as a vote of the Board or Committee at a Board or Committee meeting duly called and noticed. The resolution and written consent thereto by the Board or such Committee shall be filed with the minutes of the proceedings of the Board or such Committee.

3.11 Presumption of Assent. A Director who is present at a meeting of the Board or of any Committee at which action is taken on any matter will be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting or unless he or she files a

written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof. A right to dissent will not be available to a Director who voted in favor of the action.

## **ARTICLE IV**

### **OFFICERS**

#### **4.1     Executive Officers.**

(a)     The officers of the Corporation shall be a Chair or Co-Chairs, Vice Chair, Secretary, Treasurer, and such one or more additional officers as the Board determines appropriate. The officers shall be elected for terms of one (1) year each by a vote of Board members holding a majority of the voting power at the annual meeting. Each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal.

(b)     A vacancy in any office may be filled for the balance of the current term by a majority of the voting power of the Board. In lieu of such action at a meeting, a nomination may be submitted by letter or electronic email by a member of the Board to the Secretary. Upon receipt of the nomination, the Secretary shall forward it to the members of the Board at least five (5) days prior to said meeting for a decision to be rendered in writing or by electronic email. Any Board member may serve as an officer of the Corporation.

4.2     Duties of the Chair. The Chair(s) shall: (a) preside at all meetings of the Board; (b) exercise general supervision and control of the affairs of the Corporation; (c) have all powers incident to the office of the President of a nonprofit corporation and not inconsistent with the Articles or these Bylaws; (d) perform generally the duties customarily required of such office; and (e) be the chief officer thereof, subject, however, to the direction of the Board. In the absence of the Chair(s), the Vice Chair or such other officer as determined by the Board shall have the power to discharge all the duties of the Chair(s).

4.3     Duties of the Vice Chair. The Vice Chair shall serve in the absence of the Chair(s).

4.4     Duties of the Secretary. The Secretary shall: (a) keep all corporate records; (b) cause minutes to be kept of all meetings of the Board; (c) have custody of all minute books of the Corporation (which may be in the form of digital records); (d) send out all notices; and (e) make such reports and perform such other duties as are incident to the office or may be required by the Board. For the sake of clarity and the avoidance of doubt, the Secretary may delegate and oversee the responsibilities set forth clauses (b), (d), and (e) of this Section 4.4, subject to any limitations imposed by the Board from time to time.

4.5     Duties of the Treasurer. The Treasurer shall keep books and accounts reflecting all financial matters relevant to the Corporation. The Treasurer shall prepare annually a report indicating the receipt and disposition of all funds and property of the Corporation and shall report to the Board and make recommendations with respect to the corporate finances. The Treasurer shall further perform all duties usually incident to such office or which the Board may delegate.

4.6     Executive Director. In addition to the officers as listed in Section 4.1(a), the Corporation shall have an Executive Director. Subject to the control of the Board, the Executive Director shall be the chief executive manager of the Corporation and shall generally supervise, direct, and control the Corporation's affairs. The Executive Director shall perform all duties incident to the office and any other duties as may be required by law, by the Articles, or by these Bylaws, or which may be prescribed from time to time by the Board.



4.7 Other Officers. The Board may from time to time appoint such additional officers as it shall deem necessary. To the fullest extent allowed by law, the Board may prescribe each additional officer his or her respective title, term of office, authority, and duties.

4.8 Removal and Resignation. Any officer may be removed, either with or without cause, by an affirmative vote of the majority of the Board or, except in the case of an officer appointed by the Board, by any officer upon whom such power of removal has been conferred by the Board. Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

## **ARTICLE V** **COMMITTEES**

### **5.1 Committees.**

(a) The Board may, by resolution adopted by a majority of the Board, designate one (1) or more committees (each, a “Committee”) and appoint any members of the Board or other persons to serve on any Committee the Board may desire to form to facilitate the accomplishment of the purposes and objectives of the Corporation as stated in its Articles and these Bylaws. There shall be at least one (1) member of the Board on each committee.

(b) No such Committee shall have authority to: (i) amend, alter, or repeal these Bylaws; (ii) elect, appoint, or remove any member of any such Committee or any Director of the Corporation; (iii) amend or repeal the Articles, adopt a plan of merger or a plan of consolidation with another corporation; (iv) authorize the sale, lease, or exchange of all of the property and assets of the Corporation; (v) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; (vi) adopt a plan for the distribution of the assets of the Corporation; or (vii) amend, alter, or repeal any resolution of the Board unless such resolution provides by its terms that it may be amended, altered, or repealed by a Committee. The designation of a Committee of the Board and the delegation thereto of authority shall not operate to relieve the Board or any Director of any responsibility imposed by law.

(c) The following standing committees of the Board are hereby approved, the responsibilities of which shall be as prescribed herein or by resolution adopted by a majority of the Board: (i) the Executive Committee; (ii) the Finance Committee; (iii) the Development Committee; and (iv) the Education and Public Programming Committee.

(i) *Executive Committee.* The Executive Committee shall be composed of the Chair(s) of the Board, the Chair(s) of each standing Committee of the Board, and such other Directors as may be nominated and elected by vote of the majority of the Directors. When the Board is not in session, the Executive Committee shall have and may exercise its powers as may be from time to time expressly delegated to it by the Board. Subject to the foregoing, the Executive Committee may establish its own regulations and procedures. The Executive Committee shall be responsible for determining the slate of Directors to be re-nominated or nominated prior to the annual meeting.

(ii) *Finance Committee.* It shall be the function of the Finance Committee to review the Corporation’s financial affairs and its annual budget, including review and approval of the Corporation’s spending rate on its endowments and other invested assets, and to make recommendations about the same to the Board. The Finance Committee shall also oversee the investment and management of

the Corporation's financial assets, review and make recommendations to the Board with regard to the acceptance of planned or deferred gifts, and set policy with respect thereto, subject to Board approval. The Finance Committee shall be composed of the Treasurer, at least two (2) other Directors, and any other person or persons nominated and elected by vote of the majority of the Directors who shall be members of the Finance Committee, *ex officio*, without vote. The Chair of the Finance Committee shall be the Treasurer.

(iii) *Audit Sub-Committee*. The Chair of the Finance Committee shall appoint two (2) or more members of the Finance Committee to serve on the Audit Sub-Committee. It shall be the function of the Audit Sub-Committee to commission at least annually an independent audit of the Corporation by qualified outside auditors, to retain or terminate the Corporation's independent auditors, to negotiate the scope of such auditors' services and the compensation of such auditors, to consult in confidence with those auditors, to review and determine whether to accept the audit, and to make recommendations regarding audit results to the Board.

(iv) *Development Committee*. It shall be the function of the Development Committee to assist in the identification, cultivation, and solicitation of donors, to assist in providing stewardship to donors, and to provide leadership and oversight in connection with fundraising, campaigns, and major gifts

(v) *Education and Public Programming Committee*. It shall be the function of the Education and Public Programming Committee to provide advice, expertise, oversight, and support for the Corporation's educational programming and engagement.

(d) The Corporation shall have such other Committees as may from time to time to be designated by resolution of the Board. Such other Committees may consist of persons who are not members of the Board. These additional Committees shall act in an advisory capacity only and shall clearly be titled as "Advisory Committees." There shall be at least one (1) member of the Board on each Advisory Committee.

(e) Unless otherwise provided by resolution of the Board, a majority of all of the members of a Committee shall constitute a quorum for the transaction of business, and the vote of a majority of all of the members of a Committee shall be the act of the Committee. The procedures and manner of acting of Committees of the Board shall be subject at all times to the direction of the Board.

(f) The Board, by vote of a majority of the Board, may designate one (1) or more Directors as alternate members of any Committee, who may replace any absent or disqualified member (as such term is determined by the Board) at any meeting of a Committee.

## **ARTICLE VI**

### **GENERAL PROVISIONS**

6.1 Amendment of Bylaws. The Board shall have the power to make, alter, amend, and repeal these Bylaws by affirmative vote of a majority of the voting power of the Board at any regular or special meeting, provided that the proposed action is inserted in the notice of such meeting, and the written assent of a majority of the voting power of the Board shall serve to repeal or amend any Bylaws or to adopt additional Bylaws. Bylaws of the Corporation may not be made, altered, amended, or repealed by any means other than that stipulated in this Section 6.1, and no amendment shall cause the operation of the Corporation to be for purposes other than as set forth in the Articles.

6.2 Implied Amendment. Any action taken or authorized by the Board that would be inconsistent with the Bylaws then in effect, but which is taken or authorized by affirmative vote, or written

consent in accordance with Section 3.10, of not less than the number of Directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended, but only so far as necessary to permit the specific action so taken or authorized.

6.3 Contracts. The Board, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general, or confined to a special instance; and unless so authorized by the Board, no officer nor any agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it pecuniarily liable for any purpose or for any amount.

6.4 Prohibition Against Participating in and Distribution of Corporate Assets or Earnings. No part of the net earnings of the Corporation shall inure to the benefit of any Director or officer of the Corporation, or any private individual, and no Director or officer of the Corporation or private individual shall be entitled to share in the distribution of any corporate assets on the dissolution of the Corporation; provided, however, that this shall not prevent the payment of reasonable compensation to any person for services rendered to or for the Corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the Corporation by any officer, Director, agent, or employee or any other person or corporation, as shall be determined by a policy adopted by the Board, or as the Board may otherwise determine from time-to-time. Upon the dissolution of the Corporation or the winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the Board shall, after paying or making provision for the payment of all obligations of the Corporation, transfer or pay over all of its assets to one or more exempt organizations of the kind described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”).

6.5 Investments. The Corporation shall have the right to retain all or any part of property or funds acquired by it, and to deposit, invest, and reinvest the same according to the judgment of the Board. No action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under any applicable section of the Code and the treasury regulations promulgated thereunder, as they now exist or as they may hereafter be amended. In setting investment policy, the Board shall be mindful of the Corporation’s purposes.

6.6 Annual Report. The Board shall cause an annual report to be furnished no later than one hundred twenty (120) days after the close of the Corporation’s fiscal year to all Directors of the Corporation, which report shall contain the following information in appropriate detail: the assets and liabilities of the Corporation at the close of fiscal year, the principal changes in assets and liabilities during the fiscal year, the revenue or receipts of the Corporation, and the expenses or disbursements during the fiscal year.

6.7 Conflicts of Interest. The Corporation shall follow the policies and procedures set forth in the Conflict of Interest Policy attached hereto as Exhibit “A” attached hereto and incorporated by this reference, as amended from time to time pursuant to these Bylaws.

6.8 Exempt Activities. Notwithstanding any other provision of these Bylaws, no Director, officer, employee, agent, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation that is not permitted to be taken or carried on by an organization exempt from taxation under Code Section 501(c)(3), and the treasury regulations promulgated thereunder, or by an organization, contributions to which are deductible under the Code Section 170, and the treasury regulations promulgated thereunder, or any action or activity which for any reason whatsoever would result in the loss of tax exempt status by the Corporation under any of the provisions of the Code or treasury regulations promulgated thereunder, in each case as they now exist or may hereafter be amended. The Corporation

shall undertake such activities as are necessary and allowable in furtherance of its charitable purposes, as set forth in the Articles, including, but not limited to, for such purposes to assist, contribute to, and support other organizations organized exclusively for charitable, educational, scientific, and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended, and as more specifically set forth in Exhibit “B” attached hereto and incorporated by this reference.

6.9 Indemnification.

(a) For the purposes of this Section 6.8, “agent” means any person who is or was a Director, officer, employee, or other agent of the Corporation, or the same for the predecessor to the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under Subsections 6(d) or 6(e), below.

(b) The Corporation shall have the power to indemnify its present or former agents who are or may become party to a proceeding when the agents acted in good faith and reasonably thought their actions were lawful and in the best interest of the Corporation. An unfavorable judgment or plea shall not, of itself, create a presumption of bad faith, unlawful action, or conduct contrary to the best interest of the Corporation.

(c) To the maximum extent permitted by applicable law, the Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation, or brought by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Subsection 6(c):

(i) In respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person’s duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(ii) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(iii) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

(d) To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Subsections 6(b) or 6(c) or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

(e) Except as provided in Subsection 6(d), above, any indemnification under this Section 6 shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Subsections 6(b) or 6(c), by:

(i) A majority vote of a quorum consisting of members of the Board who are not parties to such proceeding; or

(ii) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation.

(f) Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section 6.

(g) No provision made by the Corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, these Bylaws, a resolution of the Board, an agreement, or otherwise shall be valid unless consistent with this Section 6. Nothing contained in this Section 6 shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

(h) No indemnification or advance shall be made under this Section 6, except as provided in Subsections 6(d) or 6(d)(ii), in any circumstances where it appears:

(i) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(ii) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

(i) To the fullest extent permitted by Chapter 82 of the Nevada Revised Statutes, volunteers of the Corporation, including volunteer Directors and volunteer executive officers, will not be personally liable to any third party for negligence in the performance of their duties if they acted (1) within the scope of corporate duties, performed in good faith and not reckless, wanton, intentional or grossly negligent, and (2) the damages are covered by liability insurance or the volunteer and the Board have made all reasonable efforts, in good faith, to obtain available liability insurance.

(j) The Corporation shall have, to the fullest extent permitted by Chapter 82 of the Nevada Revised Statutes, the power to purchase and maintain liability insurance on behalf of its agents.

(k) This Section 6 does not apply to any proceeding against any director, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Subsection 6(a). The Corporation shall have the power to indemnify such director, investment manager, or other fiduciary to the extent permitted by the Nevada Revised Statutes.



(l) In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Code. Further, if at any time the Corporation is deemed to be a private Corporation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article if such payment should constitute an act of self-dealing or a taxable expenditure, as defined in Sections 4941(d) or 4945(d), respectively, of the Code.

(m) If any part of this Section 6 shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

6.10 Interpretation of Bylaws. All questions of interpretation of these Bylaws shall be decided by members of the Board holding a majority of the voting power, and such decisions shall be final.

The undersigned, being all of the members of the Board of Directors of the Las Vegas Museum of Art, a Nevada nonprofit corporation, hereby consent to the foregoing Bylaws and adopt the same as and for the Bylaws of said corporation. These Bylaws shall be effective as of June 23, 2023.

DocuSigned by:



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Elaine Wynn

DocuSigned by:



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Michael Govan

DocuSigned by:



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Dana Lee

DocuSigned by:



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Roger Thomas

## EXHIBIT “A”

### CONFLICT OF INTEREST POLICY

#### ARTICLE I PURPOSE

The purpose of the conflict of interest policy is to protect the interests of the Las Vegas Museum of Art, a Nevada nonprofit corporation (the “Corporation”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the Board of Directors of the Corporation (the “Board”) or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

#### ARTICLE II DEFINITIONS

SECTION 1. INTERESTED PERSON. Any member of the Board, principal officer, or member of a committee with powers delegated by the Board, who has a direct or indirect financial interest, as defined below, is an interested person.

SECTION 2. FINANCIAL INTEREST. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

(b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board or appropriate committee decides that a conflict of interest exists.

#### ARTICLE III PROCEDURES

SECTION 1. DUTY TO DISCLOSE. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board and members of committees with powers delegated by the Board considering the proposed transaction or arrangement.

SECTION 2. DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, or he or she shall leave the Board meeting or committee meeting while the determination of a conflict of interest is

discussed and voted upon. The remaining Board members or committee members shall decide if a conflict of interest exists.

### SECTION 3. PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST

(a) An interested person may make a presentation at the Board meeting or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested members of the Board or committee whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### SECTION 4. VIOLATIONS OF THE CONFLICT OF INTEREST POLICY.

(a) If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## ARTICLE IV RECORDS OF PROCEEDINGS

The minutes of the Board and all committees with powers delegated by the Board shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision of the Board or committee as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## ARTICLE V COMPENSATION

SECTION 1. A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

SECTION 2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

SECTION 3. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## ARTICLE VI ANNUAL STATEMENTS

Each member of the Board, principal officer and member of a committee with powers delegated by the Board shall annually sign a statement, in the form attached hereto and entitled "Acknowledgement of Conflict of Interest Policy," which affirms such person:

- (a) Has received a copy of the conflict of interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and
- (d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## ARTICLE VII PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

ARTICLE VIII  
USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.



**ACKNOWLEDGEMENT**  
**OF**  
**CONFLICT OF INTEREST POLICY**

I, Elaine Wynn, acknowledge receipt of the Conflict of Interest Policy (the “Policy”) of the Las Vegas Museum of Art, a Nevada nonprofit corporation (the “Corporation”). I have read the Policy and understand the Policy, and I agree to comply with the Policy as well as by the rules, regulations, and policies that may be established in connection with the Policy in the future. I also understand that the Corporation is charitable in nature and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes as set forth in the Articles of Incorporation and the Bylaws of the Corporation.

Date: 8/22/2023

DocuSigned by:

*Elaine Wynn*

6F17132180644DD...  
Name: Elaine Wynn

**ACKNOWLEDGEMENT**  
**OF**  
**CONFLICT OF INTEREST POLICY**

I, Michael Govan, acknowledge receipt of the Conflict of Interest Policy (the “Policy”) of the Las Vegas Museum of Art, a Nevada nonprofit corporation (the “Corporation”). I have read the Policy and understand the Policy, and I agree to comply with the Policy as well as by the rules, regulations, and policies that may be established in connection with the Policy in the future. I also understand that the Corporation is charitable in nature and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes as set forth in the Articles of Incorporation and the Bylaws of the Corporation.

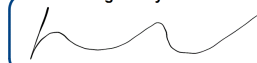
Date: 8/22/2023

DocuSigned by:  
  
E1A5B849D1FF407  
Name: Michael Govan

**ACKNOWLEDGEMENT**  
**OF**  
**CONFLICT OF INTEREST POLICY**

I, Dana Lee, acknowledge receipt of the Conflict of Interest Policy (the “Policy”) of the Las Vegas Museum of Art, a Nevada nonprofit corporation (the “Corporation”). I have read the Policy and understand the Policy, and I agree to comply with the Policy as well as by the rules, regulations, and policies that may be established in connection with the Policy in the future. I also understand that the Corporation is charitable in nature and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes as set forth in the Articles of Incorporation and the Bylaws of the Corporation.

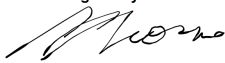
Date: 8/17/2023

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9B47FA1C15864C6...  
Name: Dana Lee

**ACKNOWLEDGEMENT**  
**OF**  
**CONFLICT OF INTEREST POLICY**

I, Roger Thomas, acknowledge receipt of the Conflict of Interest Policy (the “Policy”) of the Las Vegas Museum of Art, a Nevada nonprofit corporation (the “Corporation”). I have read the Policy and understand the Policy, and I agree to comply with the Policy as well as by the rules, regulations, and policies that may be established in connection with the Policy in the future. I also understand that the Corporation is charitable in nature and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes as set forth in the Articles of Incorporation and the Bylaws of the Corporation.

Date: 8/17/2023

DocuSigned by:  
  
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Name: Roger Thomas

## **EXHIBIT “B”**

### **DESCRIPTION OF ACTIVITIES**

The Las Vegas Museum of Art, a Nevada nonprofit corporation, (the “Corporation”) is organized and will be operated exclusively for charitable, educational, and scientific purposes as a nonprofit corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code (the “Code”) and the treasury regulations promulgated thereunder as they now exist or as they may hereafter be amended (the “Regulations”). Without limiting and subject to the foregoing, the Corporation’s purpose is to establish a museum of art in Las Vegas, Nevada to be known as the Las Vegas Museum of Art, which will focus on serving the diverse Las Vegas community through inclusive exhibitions and programs across ages, cultures and genres.



Date of this notice: 07-27-2023

Employer Identification Number:  
93-2603279

Form: SS-4

Number of this notice: CP 575 E

LAS VEGAS MUSEUM OF ART  
427 W PLUMB LN  
RENO, NV 89509

For assistance you may call us at:  
1-800-829-4933

IF YOU WRITE, ATTACH THE  
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 93-2603279. This EIN will identify your entity, accounts, tax returns, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

Taxpayers request an EIN for business and tax purposes. Some taxpayers receive CP575 notices when another person has stolen their identity and are operating using their information. If you did **not** apply for this EIN, please contact us at the phone number or address listed on the top of this notice.

When filing tax documents, making payments, or replying to any related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear-off stub and return it to us.

When you submitted your application for an EIN, you checked the box indicating you are a non-profit organization. Assigning an EIN does not grant tax-exempt status to non-profit organizations. Publication 557, Tax-Exempt Status for Your organization, has details on the application process, as well as information on returns you may need to file. To apply for recognition of tax-exempt status, organizations must complete an application on one of the following forms: Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code; Form 1023-EZ, Streamlined Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code; Form 1024, Application for Recognition Under Section 501(a); or Form 1024-A, Application for Recognition of Exemption Under Section 501(c)(4) of the Internal Revenue Code.

Nearly all organizations claiming tax-exempt status must file a Form 990-series annual information return (Form 990, 990-EZ, or 990-PF) or notice (Form 990-N) beginning with the year they legally form, even if they have not yet applied for or received recognition of tax-exempt status.

If you become tax-exempt, you will lose tax-exempt status if you fail to file a required return or notice for three consecutive years, unless a filing exception applies to you (search [www.irs.gov](http://www.irs.gov) for Annual Exempt Organization Return: Who Must File). We start calculating this three-year period from the tax year we assigned the EIN to you. If that first tax year isn't a full twelve months, you're still responsible for submitting a return for that year. If you didn't legally form in the same tax year in which you obtained your EIN, contact us at the phone number or address listed at the top of this letter. For the most current information on your filing requirements and other important information, visit [www.irs.gov/charities](http://www.irs.gov/charities).



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Kade D. Miller, Esq.  
kade@aguirreriley.com

August 25, 2023

**VIA EMAIL**

Las Vegas Museum of Art  
c/o Heather Harmon  
harmonheather@icloud.com

**RE: Notice of Form 1023 Application Submission**

Dear Heather:

This letter serves as confirmation that the enclosed Form 1023 Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code has been submitted electronically on behalf of the Las Vegas Museum of Art, a Nevada nonprofit corporation. A copy of the electronic submission screen is also enclosed for your records.

We will provide an update as soon as we hear from the Internal Revenue Service. If you have any questions, or if we can be of further assistance, please let us know.

Very truly yours,

Kade D. Miller

KDM:bes  
Enclosures

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Estate Planning | Business | Tax Law

2700 East Sunset Road, Suite 15, Las Vegas, Nevada 89120 • 427 West Plumb Lane, Reno, Nevada 89509  
(702) 703-8004 (775) 376-9477

Fax: (775) 964-5346



For your security, we recommend you close your browser when you complete your payment.

## Payment Confirmation - Application for Recognition of Exemption Under Section 501(c)(3)



### Need Help?

**Contact:**  
IRS Customer Service

**Phone:**  
877-829-5500

### Your payment is complete

You can find your receipt in your account payment activity. A confirmation email has been sent to jackie@aguirreriley.com, kade@aguirreriley.com.

### We value your feedback!

Let us know how we did. Complete our [short two minute survey](#). 

You successfully submitted your Form 1023 user fee payment to Pay.gov and the details are below. You can expect to be contacted about your application by the IRS within 180 days from the date you submitted it. After 180 days, if you haven't been contacted, you can call the toll-free Customer Account Services number, Monday through Friday, 8 a.m. - 5 p.m. (local time), at 877-829-5500 to check on the status. You will need to provide your name, your employer identification number (EIN), and the date you submitted your application when calling.

### Tracking Information

Pay.gov Tracking ID: 276C0VU9

Agency Tracking ID: 76485415882

Form Name: Application for Recognition of Exemption Under Section 501(c)(3)

Application Name: Form 1023

### Payment Information

Payment Type: Debit or credit card

Payment Amount: \$600.00

Transaction Date: 08/25/2023 06:23:14 PM EDT

Payment Date: 08/25/2023

### Account Information

Cardholder Name: Kade D Miller

Card Type: American Express

Card Number: \*\*\*\*\*1067

[View this payment on the Payment Activity page.](#)

[View this form on the My Forms page.](#)

[Return to top](#)



**Pay.gov**

Pay.gov is a program of the U.S. Department of the Treasury, Bureau of the Fiscal Service

**Pay.gov Support**

WARNING WARNING WARNING

You have accessed a U.S. Government information system, which includes (1) this computer, (2) this network, (3) all computers connected to this network, and (4) all devices and storage media attached to this network or to a computer on this network. U.S. Government information systems are provided for the processing of official U.S. Government information only. Unauthorized or improper use of this information system is prohibited and may subject you to disciplinary action, as well as civil and criminal penalties. All data contained on U.S. Government information systems is owned by the U.S. Government and may, for the purpose of protecting the rights and property of the U.S. Government, be monitored, intercepted, recorded, read, searched, copied, or captured in any manner and disclosed or used for any lawful government purpose at any time. THERE IS NO RIGHT TO PRIVACY IN THIS SYSTEM. System personnel may give to law enforcement officials any potential evidence of crime found on U.S. Government information systems. USE OF THIS SYSTEM BY ANY USER, AUTHORIZED OR UNAUTHORIZED, CONSTITUTES YOUR UNDERSTANDING AND CONSENT TO THIS MONITORING, INTERCEPTION, RECORDING, READING, COPYING, OR CAPTURING AND DISCLOSURE.

Note: This system may contain Sensitive But Unclassified (SBU) data that requires specific data privacy handling.

**Application for Recognition of Exemption  
Under Section 501(c)(3) of the Internal Revenue Code**

Do not enter social security numbers on this form as it may be made public.

Go to [www.irs.gov/Form1023](http://www.irs.gov/Form1023) for instructions and the latest information.**Note:** *If exempt status is approved, this application will be open for public inspection.*

Use the "?" buttons throughout this form for help in completing this application. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500.

If you cannot complete required responses within the textbox limits throughout this form, upload your additional narratives with the other required documents.

**Part I Identification of Applicant**

<b>1a</b> Full Name of Organization (exactly as it appears in your organizing document)				<b>b</b> Care of Name (if applicable)	
LAS VEGAS MUSEUM OF ART					
<b>c</b> Mailing Address (Number, street and room/suite)		<b>d</b> City		<b>e</b> Country	
427 WEST PLUMB LANE		RENO		United States	
<b>f</b> State		<b>g</b> Zip Code + 4	<b>h</b> Foreign Province (or State)		<b>i</b> Foreign Postal Code
Nevada		89509			
<b>2</b> Employer Identification Number		<b>3</b> Month Tax Year Ends		<b>4</b> Person to Contact if More Information is Needed (officer, director, trustee, or authorized representative)	
93-2603279		DECEMBER		HEATHER HARMON	
<b>5</b> Contact Telephone Number		<b>6</b> Fax Number (optional)		<b>7</b> User Fee Submitted	
310-980-3840				\$600.00	
<b>8</b> Organization's Website (if available):					
<b>9</b> List the names, titles, and mailing addresses of your officers, directors, and/or trustees.					
First Name: ELAINE		Last Name: WYNN		Title: PRESIDENT	
Mailing Address: 3800 HOWARD HUGHES PKWY SUITE 960		City: LAS VEGAS			
State (or Province): NV		Zip Code (or Foreign Postal Code): 89169			
First Name: DANA		Last Name: LEE		Title: SECRETARY	
Mailing Address: 427 WEST PLUMB LANE		City: RENO			
State (or Province): NV		Zip Code (or Foreign Postal Code): 89509			
First Name: MICHAEL		Last Name: GOVAN		Title: TREASURER	
Mailing Address: 427 WEST PLUMB LANE		City: RENO			
State (or Province): NV		Zip Code (or Foreign Postal Code): 89509			
First Name: ELAINE		Last Name: WYNN		Title: DIRECTOR	
Mailing Address: 3800 HOWARD HUGHES PKWY SUITE 960		City: LAS VEGAS			
State (or Province): NV		Zip Code (or Foreign Postal Code): 89169			
First Name: DANA		Last Name: LEE		Title: DIRECTOR	
Mailing Address: 427 WEST PLUMB LANE		City: RENO			
State (or Province): NV		Zip Code (or Foreign Postal Code): 89509			

☐ Check here to add more officers, directors, and/or trustees.

MICHAEL GOVAN - DIRECTOR 427 WEST PLUMB LANE RENO NV 89509 ROGER THOMAS - DIRECTOR 2300 WEST SAHARA NO. 530 LAS VEGAS NV 89102

**Part II Organizational Structure**

- 1** You must be a corporation, limited liability company (LLC), unincorporated association, or trust to be tax exempt.

Select your type of organization.

☒ Corporation

At the end of this form, you must upload a copy of your articles of incorporation (and any amendments) that shows proof of filing with the appropriate state agency.

☐ Limited Liability Company (LLC)

At the end of this form, you must upload a copy of your articles of organization (and any amendments) that shows proof of filing with the appropriate state agency. Also, if you adopted an operating agreement, upload a copy, along with any amendments.

☐ Unincorporated Association

At the end of this form, you must upload a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments.

☐ Trust

At the end of this form, you must upload a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments.

- 2** Enter the date you formed. (MM/DD/YYYY)

06/05/2023

- 3** Select your state (or U.S. territory) of incorporation or other formation. If you were formed under the laws of a foreign country, select Foreign Country.

Nevada

- 4** Have you adopted bylaws? If "Yes," at the end of this form, upload a current copy showing the date of adoption. If "No," explain how you select your officers, directors, or trustees.

☒ Yes ☐ No

- 5** Are you a successor to another organization?

☐ Yes ☒ No

Answer "Yes" if you have taken or will take over the activities of another organization, you took over 25% or more of the fair market value of the net assets of another organization, or you were established upon the conversion of an organization from for-profit to nonprofit status. If "Yes," complete Schedule G.

**Part III Required Provisions in Your Organizing Document**

Part III helps ensure that, when you submit this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3).

If you cannot check "Yes" in both Lines 1 and 2, your organizing document does not meet the organizational test. DO NOT file this application until you have amended your organizing document. Remember to upload your original and amended organizing documents at the end of this form.

- 1** Section 501(c)(3) requires that your organizing document limit your purposes to one or more exempt purposes within section 501(c)(3), such as charitable, religious, educational, and/or scientific purposes.

*The following is an example of an acceptable purpose clause: The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.*

Does your organizing document meet this requirement?

☒ Yes ☐ No

- 1a** State specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document (Page/Article/Paragraph):

PAGE 2, ARTICLE 7

- 2** Section 501(c)(3) requires that your organizing document provide that upon dissolution, your remaining assets be used exclusively for section 501(c)(3) exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Depending on your entity type and the state in which you are formed, this requirement may be satisfied by operation of state law.

*The following is an example of an acceptable dissolution clause: Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.*

Does your organizing document meet this requirement?

☒ Yes ☐ No

- 2a** State specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document (Page/Article/Paragraph) or indicate that you rely on state law.

PAGE 4, ARTICLE 17

**Part IV Your Activities**

- 1** Describe completely and in detail your past, present, and planned activities. Do not refer to or repeat the purposes in your organizing document.

For each past, present, or planned activity, include information that answers the following questions:

- a. What is the activity?
- b. Who conducts the activity?
- c. Where is the activity conducted?
- d. What percentage of your total time is allocated to the activity?
- e. How is the activity funded (for example, donations, fees, etc.) and what percentage of your overall expenses is allocated to this activity?
- f. How does the activity further your exempt purposes?

Please see attached Supplemental Responses for more information regarding the activities of the Applicant.



**Part IV** Your Activities (continued)

- 2 Enter the 3-character NTEE Code that best describes your activities.

A51

Or check here if you want the IRS to select the NTEE Code that best describes your activities.

☐

- 3 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes" if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program.

☐ Yes☒ No

- 4 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors? If "Yes," explain how these related individuals are eligible for goods, services, or funds.

☐ Yes☒ No

- 5 Do you or will you support or oppose candidates in political campaigns in any way? If "Yes," explain.

☐ Yes☒ No

- 6 Do you or will you attempt to influence legislation? If "Yes," explain how you attempt to influence legislation.

☐ Yes☒ No

**Part IV** Your Activities *(continued)*

- 6a** Did you or will you make an election to have your legislative activities measured by expenditures by filing Form 5768? ☐ Yes ☐ No  
If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities.

- 7** Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other intellectual property? If "Yes," describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. ☒ Yes ☐ No

See Supplemental Responses.

- 8** Do you or will you provide educational information to the general public on budgeting, personal finance, financial literacy, saving and spending practices, the sound use of consumer credit, and/or assist individuals and families with financial problems such as credit card debt and foreclosure by providing them with counseling? If "Yes," explain. ☐ Yes ☒ No

- 9** Do you or will you make grants, loans, or other distributions to organizations? If "Yes," describe the type and purpose of the grants, loans, or distributions, how you select your recipients including submission requirements (such as grant proposals or application forms), and the criteria you use or will use to select recipients. Also describe how you ensure the grants, loans, and other distributions are or will be used for their intended purposes (including whether you require periodic or final reports on the use of funds and any procedures you have if you identify that funds are not being used for their intended purposes). Finally, describe the records you keep with respect to grants, loans, or other distributions you make and identify any recipient organizations and any relationships between you and the recipients. If "No," continue to Line 10. ☐ Yes ☒ No

**Part IV** Your Activities (continued)

- 9a** Do you or will you make grants, loans, or other distributions to organizations that are not recognized by the IRS as tax exempt under section 501(c)(3)? If "Yes," name and/or describe the non-section 501(c)(3) organizations to whom you do or will make distributions and explain how these distributions further your exempt purposes. ☐ Yes ☐ No

- 9b** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," name each foreign organization (if not already provided), the country and region within each country in which each foreign organization operates, any relationship you have with each foreign organization, and whether the foreign organization accepts contributions earmarked for a specific country or organization (if so, specify which countries or organizations). If "No," continue to Line 10. ☐ Yes ☐ No

- 9c** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. ☐ Yes ☐ No

- 9d** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. ☐ Yes ☐ No

- 9e** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including periodic reporting requirements, auditing grantees, site visits by your employees or compliance checks by impartial experts, etc., to verify that grant funds are being used appropriately. ☐ Yes ☐ No

**Part IV** Your Activities (continued)

- 9f** Do you share board members or other key personnel with the recipient organization(s)? If "Yes," identify the relationships.

☐ Yes ☐ No

- 9g** When you make grants, loans, or other distributions to foreign organizations, will you check the OFAC List of Specially Designated Nationals and Blocked Persons for names of individuals and entities with whom you are dealing to determine if they are included on the list? Describe any other practices you will engage in to ensure that foreign expenditures or grants are not diverted to support terrorism or other non-charitable activities.

☐ Yes ☐ No

- 9h** Will you comply with all United States statutes, executive orders, and regulations that restrict or prohibit U.S. persons from engaging in transactions and dealings with designated countries, entities, or individuals, or otherwise engaging in activities in violation of economic sanctions administered by OFAC?

☐ Yes ☐ No

- 9i** Will you acquire from OFAC the appropriate license and registration where necessary?

☐ Yes ☐ No

- 10** Do you or will you operate in a foreign country or countries? If "Yes," name each foreign country and region within each country in which you do or will operate and describe your operations in each one. If "No," continue to Line 11.

☐ Yes ☒ No

- 10a** When you conduct activities in foreign countries, will you check the OFAC List of Specially Designated Nationals and Blocked Persons for names of individuals and entities with whom you are dealing to determine if they are included on the list? Describe any other practices you will engage in to ensure that foreign expenditures or grants are not diverted to support terrorism or other non-charitable activities.

☐ Yes ☐ No

- 10b** Will you comply with all United States statutes, executive orders, and regulations that restrict or prohibit U.S. persons from engaging in transactions and dealings with designated countries, entities, or individuals, or otherwise engaging in activities in violation of economic sanctions administered by OFAC?

☐ Yes ☐ No

- 10c** Will you acquire from OFAC the appropriate license and registration where necessary?

☐ Yes ☐ No

**Part IV** Your Activities *(continued)*

- 11** Are you a sponsoring organization that maintains one or more donor advised funds? If yes, please provide a complete description of your program, including the specific advice that such donors may provide. Describe in detail the control you maintain (or will maintain) over the use of the funds. ☐ Yes ☒ No

- 12** Do you or will you operate a school? ☐ Yes ☒ No  
If "Yes," complete Schedule B.

- 13** Is your principal purpose or function to provide hospital or medical care? ☐ Yes ☒ No  
If "Yes," complete Schedule C.

- 14** Do you or will you provide low-income housing? ☐ Yes ☒ No  
If "Yes," complete Schedule F.

- 15** Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? ☐ Yes ☒ No  
If "Yes," complete Schedule H - Section I.

- 16** Check any of the following fundraising activities that you will undertake (check all that apply):

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> Website, mail, email, personal, and/or phone solicitations | <input checked="" type="checkbox"/> Foundation grant solicitations |
| <input type="checkbox"/> Receive donations from another organization's website                 | <input checked="" type="checkbox"/> Government grant solicitations |
| <input type="checkbox"/> Bingo   | <input type="checkbox"/> Other (non-bingo) gaming activities       |
| <input type="checkbox"/> Other (describe)  |  |

- ☐ We will not engage in fundraising activities.

- 17** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements, including the names or descriptions of the organizations for which you raise funds. ☐ Yes ☒ No

**Part V Compensation and Other Financial Arrangements**

- 1** Do you or will you compensate officers, directors, or trustees, or do or will you have highest compensated employees, or highest compensated independent contractors? If "No," continue to Line 2. ☒ Yes ☐ No

In establishing compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors:

- 1a** Do or will the individuals that approve compensation arrangements follow a conflict of interest policy? ☒ Yes ☐ No
- 1b** Do or will you approve compensation arrangements in advance of paying compensation? ☒ Yes ☐ No
- 1c** Do or will you document in writing the date and terms of approved compensation arrangements? ☒ Yes ☐ No
- 1d** Do or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? ☒ Yes ☐ No
- 1e** Do or will you approve compensation arrangements based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? ☒ Yes ☐ No
- 1f** Do or will you record in writing both the information on which you relied to base your decision and its source? ☒ Yes ☐ No
- 1g** Do or will you have any other practices you use to set reasonable compensation? If "Yes," describe these practices. ☒ Yes ☐ No

See Supplemental Responses.

- 2** Have you adopted a conflict of interest policy consistent with the sample conflict of interest policy in Appendix A to the instructions? If you are a hospital, answer "Yes" if your conflict of interest policy includes provisions consistent with the additional healthcare related provisions in the sample document. If "No," describe the procedures you will follow to ensure that persons who have a conflict of interest will not have influence over setting their own compensation or regarding business deals with themselves. ☒ Yes ☐ No

- 3** Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. ☐ Yes ☒ No

**Part V Compensation and Other Financial Arrangements** (continued)

- 4 Do you or will you purchase or sell any goods, services, or assets from or to: (i) any of your officers, directors, or trustees; (ii) any family of any of your officers, directors, or trustees; (iii) any organizations in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest; (iv) your highest compensated employees; or (v) your highest compensated independent contractors? If "Yes," describe any such transactions that you made or intend to make, with whom you make or will make such transactions, how the terms are or will be negotiated at arm's length, and how you determine you pay no more than fair market value or you are paid at least fair market value. ☐ Yes ☒ No

- 5 Do you or will you have any leases, contracts, loans, or other agreements with: (i) your officers, directors, or trustees; (ii) any family of any of your officers, directors, or trustees; (iii) any organizations in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest; (iv) your highest compensated employees; or (v) your highest compensated independent contractors? If "Yes," describe any written or oral arrangements that you made or intend to make, with whom you have or will have such arrangements, how the terms are or will be negotiated at arm's length, and how you determine you pay no more than fair market value or you are paid at least fair market value. ☐ Yes ☒ No

- 6 Do you or will you contract with another organization to develop, build, market, or finance your facilities? ☒ Yes ☐ No  
If "Yes," describe each facility, the role of the other organization, and any business or family relationship between the organization and your officers, directors, or trustees. Explain how that entity is selected, how the terms of any contract(s) are negotiated at arm's length, and how you determine you will pay no more than fair market value for services.

See Supplemental Responses.

**Part V Compensation and Other Financial Arrangements** (continued)

- 7 Does or will someone other than your own employees or volunteers manage your activities or facilities? ☐ Yes ☒ No
- If "Yes," describe the activities or facilities that will be managed by others, the names of the persons or organizations that manage or will manage your activities or facilities, and any business or family relationship between the organization and your officers, directors, or trustees. Explain how these managers were or will be selected, how the terms of any contracts or other agreements were or will be negotiated, and how you determine you will pay no more than fair market value for services.

- 8 Do you participate in any joint ventures, including partnerships or limited liability companies treated as partnerships, in which you share profits and losses with partners? If "Yes," state your ownership percentage in each joint venture, list your investment in each joint venture, describe the tax status of other participants in each joint venture (including whether they are section 501(c)(3) organizations), describe the activities of each joint venture, describe how you exercise control over the activities of each joint venture, and describe how each joint venture furthers your exempt purposes. ☐ Yes ☒ No

**Part VI Financial Data**

- 1 Select the option that best describes you to determine the years of revenues and expenses you need to provide.
- ☒ You completed less than one tax year.  
Provide a total of three years of financial information (including the current year and two future years of reasonable and good faith projections of your future finances) in the following Statement of Revenues and Expenses.
- ☐ You completed at least one tax year but fewer than five.  
Provide a total of four years financial information (including the current year and three years of actual financial information or reasonable and good faith projections of your future finances) in the following Statement of Revenues and Expenses.
- ☐ You completed five or more tax years.  
Provide financial information for your five most recent tax years (including the current year) in the following Statement of Revenues and Expenses.



**Part VI** Financial Data (continued)**A. Statement of Revenues and Expenses**

Type of revenue	Current tax year	4 prior tax years or 2 succeeding tax years			
	From: 06/05/2023 To: 12/31/2023	From: 01/01/2024 To: 12/31/2024	From: 01/01/2025 To: 12/31/2025	From: ____/____/____ To: ____/____/____	From: ____/____/____ To: ____/____/____
<b>1</b> Gifts, grants, and contributions received (do not include unusual grants)	\$250,000.	\$1,500,000.	\$2,000,000.		
<b>2</b> Membership fees received	\$0.	\$0.	\$0.		
<b>3</b> Gross investment income	\$0.	\$0.	\$0.		
<b>4</b> Net unrelated business income	\$0.	\$0.	\$0.		
<b>5</b> Taxes levied for your benefit	\$0.	\$0.	\$0.		
<b>6</b> Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	\$0.	\$0.	\$0.		
<b>7</b> Any revenue not otherwise listed above or in lines 9 - 12 below (provide an itemized list below)	\$0.	\$0.	\$0.		
<b>8</b> Total of lines 1 through 7	\$250,000.	\$1,500,000.	\$2,000,000.	\$0.	\$0.
<b>9</b> Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (provide an itemized list below)	\$0.	\$0.	\$0.		
<b>10</b> Total of lines 8 and 9	\$250,000.	\$1,500,000.	\$2,000,000.	\$0.	\$0.
<b>11</b> Net gain or loss on sale of capital assets (provide an itemized list below)	\$0.	\$0.	\$0.		
<b>12</b> Unusual grants (provide an itemized list below)	\$0.	\$0.	\$0.		
<b>13</b> Total Revenue (add lines 10 through 12)	\$250,000.	\$1,500,000.	\$2,000,000.	\$0.	\$0.
Type of expense	Current tax year	4 prior tax years or 2 succeeding tax years			
<b>14</b> Fundraising expenses	\$0.	\$20,000.	\$50,000.		
<b>15</b> Contributions, gifts, grants, and similar amounts paid out (provide an itemized list below)		\$0.	\$0.		
<b>16</b> Disbursements to or for the benefit of members (provide an itemized list below)	\$0.	\$0.	\$0.		
<b>17</b> Compensation of officers, directors, and trustees	\$0.	\$0.	\$0.		
<b>18</b> Other salaries and wages	\$200,000.	\$280,000.	\$280,000.		
<b>19</b> Interest expense	\$0.	\$0.	\$0.		
<b>20</b> Occupancy (rent, utilities, etc.)	\$0.	\$0.	\$0.		
<b>21</b> Depreciation and depletion	\$0.	\$0.	\$0.		
<b>22</b> Professional fees	\$37,000.	\$1,180,000.	\$1,490,000.		
<b>23</b> Any expense not otherwise classified, such as program services (provide an itemized list below)	\$16,000.	\$20,000.	\$20,000.		
<b>24</b> Total Expenses (add lines 14 through 23)	\$253,000.	\$1,500,000.	\$1,840,000.	\$0.	\$0.

**25** Itemized financial data

Line 22 represents the aggregate estimated professional fees, including legal, project designers, architects, cost estimators, engineers, and contractors. Please see attached Supplemental Responses for the estimated Professional Fees for the Current Year and each of the two succeeding years. Line 23 represents the estimated fees for project analysts. Please see attached Supplemental Responses for the estimated Other Expenses for the Current Year and each of the two succeeding years.

Part VI

Financial Data (continued)

B. Balance Sheet (for your most recently completed tax year)		Year End: 12/31/2023
Assets		
1	Cash	\$250,000.
2	Accounts receivable, net	\$0.
3	Inventories	\$0.
4	Bonds and notes receivable (provide an itemized list below)	\$0.
5	Corporate stocks (provide an itemized list below)	\$0.
6	Loans receivable (provide an itemized list below)	\$0.
7	Other investments (provide an itemized list below)	\$0.
8	Depreciable assets (provide an itemized list below)	\$0.
9	Land	\$0.
10	Other assets (provide an itemized list below)	\$0.
11	Total Assets (add lines 1 through 10)	\$250,000.
Liabilities		
12	Accounts payable	\$250,000.
13	Contributions, gifts, grants, etc. payable	\$0.
14	Mortgages and notes payable (provide an itemized list below)	\$0.
15	Other liabilities (provide an itemized list below)	\$0.
16	Total Liabilities (add lines 12 through 15)	\$250,000.
Fund Balances or Net Assets		
17	Total fund balances or net assets	\$0.
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	\$250,000.

19 Itemized financial data

**Part VII Foundation Classification**

Part VII is designed to classify you as an organization that is either a private foundation or a public charity. Public charity classification is a more favorable tax status than private foundation classification. If you are a private foundation, this part will further determine whether you are a private operating foundation.

**1** Select the foundation classification you are requesting from the list below.

- ☒ You are described in 509(a)(1) and 170(b)(1)(A)(vi) as an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- ☐ You are described in 509(a)(2) as an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- ☐ You are described in 509(a)(1) and 170(b)(1)(A)(i) as a church or a convention or association of churches. Complete Schedule A.
- ☐ You are described in 509(a)(1) and 170(b)(1)(A)(ii) as a school. Complete Schedule B.
- ☐ You are described in 509(a)(1) and 170(b)(1)(A)(iii) as a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete Schedule C.
- ☐ You are described in 509(a)(1) and 170(b)(1)(A)(iv) as an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- ☐ You are described in 509(a)(1) and 170(b)(1)(A)(ix) as an agricultural research organization directly engaged in the continuous active conduct of agricultural research in conjunction with a college or university.
- ☐ You are described in 509(a)(3) as an organization supporting either one or more organizations described in 509(a)(1) or 509(a)(2) or a publicly supported section 501(c)(4), (5), or (6) organization. Complete Schedule D.
- ☐ You are described in 509(a)(4) as an organization organized and operated exclusively for testing for public safety.
- ☐ You are a publicly supported organization and would like the IRS to decide your correct classification.
- ☐ You are a private foundation.

**1a** As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check this box to confirm that your organizing document includes these provisions or you rely on state law. ☐

State specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document (Page/Article/Paragraph) or state that you rely on state law.

**1b** Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes?  
If "Yes," complete Schedule H - Section II.
☐ Yes ☐ No
**1c** Are you a private operating foundation?
☐ Yes ☐ No

To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations.

**Part VII Foundation Classification** (continued)

- 1d** Describe how you meet the requirements for private operating foundation status, including how you meet the income test and either the assets test, the endowment test, or the support test. If you've been in existence for less than one year, describe how you are likely to satisfy the requirements for private operating foundation status.

- 2** If you have been in existence more than 5 years, you must confirm your public support status. To confirm your qualification as a public charity described in 509(a)(1) and 170(b)(1)(A)(vi) in existence for five or more tax years, you must have received one-third or more of your total support from governmental agencies, contributions from the general public, and contributions or grants from other public charities; or 10% or more of your total support from governmental agencies, contributions from the general public, and contributions or grants from other public charities and the facts and circumstances indicate you are a publicly supported organization. Calculate whether you meet this support test for your most recent five-year period.

- i. Did you receive contributions from any person, company, or organization whose gifts totaled more than the 2% amount of line 8 in Part VI-A? ☐ Yes ☐ No

If "Yes," identify each person, company, or organization by letter (A, B, C, etc.) and indicate the amount contributed by each. Keep a list showing the name of and amount contributed by each of these donors for your records.

- ii. Based on your calculations, did you receive at least one-third of your support from public sources or did you normally receive at least 10 percent of your support from public sources and you have other characteristics of a publicly supported organization? ☐ Yes ☐ No

- 2a** If you have been in existence more than 5 years, you must confirm your public support status. To confirm your qualification as a public charity described in 509(a)(2) in existence for five or more tax years, you must have normally received more than one-third of your support from contributions, membership fees, and gross receipts from activities related to your exempt functions, or a combination of these sources, and not more than one-third of your support from gross investment income and net unrelated business income. Calculate whether you meet this support test for your most recent five-year period.

- i. Did you receive amounts from any disqualified persons? ☐ Yes ☐ No

If "Yes," identify each disqualified person by letter (A, B, C, etc.) and indicate the amount contributed by each. Keep a list showing the name of and amount contributed by each of these donors for your records.

- ii. Did you receive amounts from individuals or organizations other than disqualified persons that exceeded the greater of \$5,000 or 1% of the amount on line 10 of Part VI-A Statement of Revenues and Expenses? ☐ Yes ☐ No

If "Yes," identify each individual or organization by letter (A, B, C, etc.) and indicate the amount contributed by each. Keep a list showing the name of and amount contributed by each of these donors for your records.

- iii. Based on your calculations, did you normally receive more than one-third of your support from a combination of gifts, grants, contributions, membership fees, and gross receipts (from permitted sources) from activities related to your exempt functions and normally receive not more than one-third of your support from investment income and unrelated business taxable income? ☐ Yes ☐ No

**Part VIII Effective Date**

In general, a determination letter recognizing exemption of an organization described in section 501(c)(3) is effective as of the date of formation of an organization if: (1) its purposes and activities prior to the date of the determination letter have been consistent with the requirements for exemption; and (2) it has filed an application for recognition of exemption within 27 months from the end of the month in which it was organized.

1 Are you submitting this application within 27 months of the end of the month in which you were legally formed?

☒ Yes☐ No

If "No," complete Schedule E.

**Part IX Annual Filing Requirements**

**If you fail to file a required information return or notice for three consecutive years, your exempt status will be automatically revoked.**

1 Certain organizations are not required to file annual information returns or notices (Form 990, Form 990-EZ, or Form 990-N, e-Postcard). If you are granted tax-exemption, are you claiming to be excused from filing Form 990, Form 990-EZ, or Form 990-N?

☐ Yes☒ No

If "Yes," are you claiming you are excepted from filing because you are:

☐ A church or association of churches

☐ An integrated auxiliary (such as a men's or women's organization, religious school, mission society, or religious group)

☐ A church-affiliated organization (other than a section 509(a)(3) organization) that is exclusively engaged in managing funds or maintaining retirement programs and is described in Revenue Procedure 96-10, 1996-1 C.B. 577

☐ A school below college level affiliated with a church or operated by a religious order

☐ A mission society (other than a section 509(a)(3) supporting organization) sponsored by, or affiliated with, one or more churches or church denominations, if more than half of the society's activities are conducted in, or directed at, persons in foreign countries

☐ An affiliate of a governmental unit that meets the requirements of Revenue Procedure 95-48, 1995-2 C.B. 418 (other than a section 509(a)(3) supporting organization)

☐ Other (describe)

**Part X Signature**

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, and to the best of my knowledge it is true, correct, and complete.

Dana Lee

(Type name of signer)

DIRECTOR

(Type title or authority of signer)

08/25/2023

(Date)

**Upload checklist:**

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- ☒ Organizing document (and any amendments)
- ☒ Bylaws, if adopted
- ☒ Form 2848, Power of Attorney and Declaration of Representative (if applicable)
- ☐ Form 8821, Tax Information Authorization (if applicable)
- ☒ Supplemental responses (if applicable)
- ☐ Expedited handling request (if applicable)

**Schedule A. Churches**

- 1** Do you have a written creed, statement of faith, or summary of beliefs? If "Yes," describe your written creed, statement of faith, or summary of beliefs. ☐ Yes ☐ No

- 2** Do you have a literature of your own? If "Yes," describe your literature. ☐ Yes ☐ No

- 3** Do you have a formal code of doctrine and discipline? If "Yes," describe your code of doctrine and discipline. ☐ Yes ☐ No

- 4** Describe your religious hierarchy or ecclesiastical government.

- 5** Are you part of a group of churches with similar beliefs and structures? If "Yes," explain. ☐ Yes ☐ No

- 6** Do you have a form of worship? If "Yes," describe your form of worship. ☐ Yes ☐ No

- 7** Do you have regularly scheduled religious services? If "Yes," describe the nature of the services. ☐ Yes ☐ No

- 7a** What is the average attendance at your regularly scheduled religious services?

- 8** Do you have an established place of worship? If "Yes," describe your established place of worship or where you meet to hold regularly scheduled religious services. ☐ Yes ☐ No

**Schedule A. Churches** *(continued)*

**9** Do you have an established congregation or other regular membership group? If "No," continue to Line 10. ☐ Yes ☐ No

**9a** How many members do you have?

**9b** Do you have a process by which an individual becomes a member? If "Yes," describe the process. ☐ Yes ☐ No

**9c** Do your members have voting rights, rights to participate in religious functions, or other rights? If "Yes," describe the rights your members have. ☐ Yes ☐ No

**9d** May your members be associated with another denomination or church? ☐ Yes ☐ No

**9e** Are all of your members part of the same family? ☐ Yes ☐ No

**10** Do you conduct baptisms, weddings, funerals, or other religious rites? ☐ Yes ☐ No

**11** Do you have a school for the religious instruction of the young? ☐ Yes ☐ No

**12** Do you have ministers or religious leaders? If "Yes," describe these roles and explain whether the ministers or religious leaders are ordained, commissioned, or licensed after a prescribed course of study. ☐ Yes ☐ No

**13** Do you have schools for the preparation of your ordained ministers or religious leaders? ☐ Yes ☐ No

**14** Do you ordain, commission, or license ministers or religious leaders? If "Yes," describe the requirements for ordination, commission, or licensure. ☐ Yes ☐ No

**15** Do you have other information you believe should be considered regarding your status as a church? If "Yes," explain. ☐ Yes ☐ No



**Schedule B. Schools, Colleges, and Universities**

- 1** Do you normally have a regularly scheduled curriculum, a regular faculty of qualified teachers, a regularly enrolled student body, and facilities where your educational activities are regularly carried on? ☐ Yes ☐ No
- 2** Is the primary function of your school the presentation of formal instruction? If "No," continue to Line 3. ☐ Yes ☐ No

**2a** Select the best description(s) of your school:

- ☐ Elementary school
- ☐ Secondary school
- ☐ Charter school
- ☐ College or university
- ☐ Technical school
- ☐ Other school (describe)

- 3** Are you a public school because you are operated by a state or subdivision of a state or operated wholly or predominantly from government funds or property? If "Yes," explain how you are operated by a state or subdivision of a state. Do not complete the remainder of Schedule B. ☐ Yes ☐ No

- 4** Were you formed or substantially expanded at the time of public school desegregation in the school district or county in which you are located? ☐ Yes ☐ No

- 5** Has a state or federal administrative agency or judicial body ever determined that you are racially discriminatory? If "Yes," explain. ☐ Yes ☐ No

- 6** Has your right to receive financial aid or assistance from a governmental agency ever been revoked or suspended? If "Yes," explain. ☐ Yes ☐ No

**Information Required by Revenue Procedure 75-50 as Modified by Revenue Procedure 2019-22**

- 7** Have you adopted a racially nondiscriminatory policy as to students in your organizing document, bylaws, or by resolution of your governing body? ☐ Yes ☐ No

State where the policy is located or if adopted by resolution of your governing body.

- 8** Do your brochures, application forms, advertisements, and catalogues dealing with student admissions, programs, and scholarships contain a statement of your racially nondiscriminatory policy? If "Yes," continue to Line 9. ☐ Yes ☐ No

- 8a** ☐ By checking this box, you agree that all future printed materials, including website content, will contain the required nondiscriminatory policy statement.

**Schedule B. Schools, Colleges, and Universities** (continued)

- 9** Have you made your racially nondiscriminatory policy known to all segments of the general community you serve by: ☐ Yes ☐ No  
a) publishing a notice of your policy in a newspaper of general circulation that serves all racial segments of the community; b) publicizing your policy over broadcast media in a way that is reasonably expected to be effective; or c) displaying a notice of your policy at all times on your primary, publicly accessible internet home page in a manner reasonably expected to be noticed by visitors to the homepage? If "Yes," continue to Line 10.

- 9a** ☐ By checking this box, you agree that you will publicize your nondiscriminatory policy in a way that meets the requirements of Revenue Procedure 75-50, 1975-2 C.B. 587, as modified by Revenue Procedure 2019-22, I.R.B. 1260.

- 10** Do or will you (or any department or division of your organization) discriminate in any way on the basis of race with respect to admissions, use of facilities or exercise of student privileges, faculty or administrative staff, or scholarship or loan programs? If "Yes," for any of the above, explain fully. ☐ Yes ☐ No

- 11** Complete the table below to show the racial composition for the current academic year and projected for the next academic year. If you are not operational, submit an estimate based on the best information available (such as the racial composition of the community you serve).

For each racial category, enter the number of (a) students, (b) faculty, and (c) administrative staff. Provide actual numbers rather than percentages for each racial category.

Racial Category	(a) Student Body		(b) Faculty		(c) Administrative Staff	
	Current Year	Next Year	Current Year	Next Year	Current Year	Next Year
<b>Total</b>	0	0	0	0	0	0

- 12** In the table below, enter the number and amount of loans and scholarships awarded to enrolled students by racial categories. Provide actual numbers rather than percentages for each racial category.

☐ Check here if you will not provide any loans or scholarships to students.

Racial Category	Number of Loans		Amount of Loans		Number of Scholarships		Amount of Scholarships	
	Current Year	Next Year	Current Year	Next Year	Current Year	Next Year	Current Year	Next Year
<b>Total</b>	0	0	\$0.	\$0.	0	0	\$0.	\$0.

**Schedule B. Schools, Colleges, and Universities** *(continued)*

- 13** List your incorporators, founders, board members, and donors of land or buildings, whether individuals or organizations.

- 14** Do any of your incorporators, founders, board members, and donors of land or buildings, whether individuals or organizations, have an objective to maintain segregated public or private school education? If "Yes," explain.

☐ Yes☐ No

- 15** Will you maintain records according to the nondiscrimination provisions contained in Revenue Procedure 75-50? If "No," explain.

☐ Yes☐ No

**Schedule C. Hospitals and Medical Research Organizations**

- 1** Are you a medical research organization (an organization whose principal purpose or function is medical research and which is directly engaged in the continuous active conduct of medical research) operated in conjunction with a hospital? If "No," continue to Line 2. ☐ Yes ☐ No

- 1a** Name the hospitals with which you have a relationship and describe the relationship.

- 1b** List your assets showing their fair market value and the portion of your assets directly devoted to medical research.

Do not complete the remainder of Schedule C.

- 2** Are you applying for exemption as a cooperative hospital service organization described in section 501(e)? ☐ Yes ☐ No  
If "Yes," explain.

Do not complete the remainder of Schedule C.

- 3** Are all the doctors in the community eligible for staff privileges? If "No," give the reasons why and explain how the medical staff is selected. ☐ Yes ☐ No

**Schedule C. Hospitals and Medical Research Organizations** *(continued)*

- 4** Do you or will you provide medical services to all individuals in your community who can pay for themselves or are able to pay through some form of insurance? If "No," explain. ☐ Yes ☐ No

- 5** Do you or will you maintain a full-time emergency room? If "Yes," continue to Line 6. ☐ Yes ☐ No

- 5a** Are you a specialty hospital or would emergency services be duplicative based on your region or locality? ☐ Yes ☐ No

- 6** Do you provide free or below cost services? If "Yes," describe your policy for determining when and to whom you provide these services and how these services promote the organization's benefit to the community. ☐ Yes ☐ No

- 7** Do you or will you carry on a formal program of medical training or medical research? If "Yes," describe such programs, including the type of programs offered, the scope of such programs, and affiliations with other hospitals or medical care providers with which you carry on the medical training or research programs. ☐ Yes ☐ No

- 8** Do you or will you carry on a formal program of community education? If "Yes," describe such programs, including the type of programs offered, the scope of such programs, and affiliation with other hospitals or medical care providers with which you offer community education programs. ☐ Yes ☐ No

**Schedule C. Hospitals and Medical Research Organizations** *(continued)*

- 9** Is your board of directors composed of a majority of individuals who are representative of the community you serve, or do you operate under a parent organization whose board of directors is composed of a majority of individuals who are representative of the community you serve? If "Yes," continue to Line 10. ☐ Yes ☐ No

- 9a** List each board member's name and business, financial, or professional relationship with the hospital. Also, identify each board member who is representative of the community and describe how that individual is a community representative. If you operate under a parent organization whose board of directors is not composed of a majority of individuals who are representative of the community you serve, provide the requested information for your parent's board of directors as well.

- 10** Do you operate a facility which is required by a state to be licensed, registered, or similarly recognized as a hospital? If "No," do not complete the rest of Schedule C. ☐ Yes ☐ No

- 10a** Do you conduct a community health needs assessment (CHNA) at least once every three years and adopt an implementation strategy to meet the community health needs identified in the assessment as required by section 501(r)(3)? If "No," explain. ☐ Yes ☐ No

- 10b** Do you have a written financial assistance policy (FAP) and a written policy relating to emergency medical care as required by section 501(r)(4)? If "No," explain. ☐ Yes ☐ No

**Schedule C. Hospitals and Medical Research Organizations** *(continued)*

**10c** Do you both (1) limit amounts charged for emergency or other medically necessary care provided to individuals eligible for assistance under your FAP to not more than amounts generally billed to individuals who have insurance covering such care, and (2) prohibit use of gross charges as required by section 501(r)(5)? If "No," explain.

☐ Yes ☐ No

**10d** Do you make reasonable efforts to determine whether an individual is FAP-eligible before engaging in extraordinary collection actions as required by section 501(r)(6)? If "No," explain.

☐ Yes ☐ No

**Schedule D. Section 509(a)(3) Supporting Organizations**

- 1** List the names, addresses, and EINs of the organizations you support.

- 2** Are all your supported organizations public charities under section 509(a)(1) or (2)? If "Yes," continue to Line 3.

☐ Yes☐ No

- 2a** Are your supported organizations tax exempt under section 501(c)(4), 501(c)(5), or 501(c)(6) and do your supported organizations meet the public support test under section 509(a)(2)? If "No," explain how each organization you support is a public charity under section 509(a)(1) or 509(a)(2).

☐ Yes☐ No

- 3** Which of the following describes your relationship with your supported organization(s)?

☐ A majority of your governing board or officers are elected or appointed by your supported organization(s). (Type I supporting organization)

☐ Your control or management is vested in the same persons who control or manage your supported organization(s). (Type II supporting organization)

☐ One or more of your officers, directors, or trustees are elected or appointed by the officers, directors, trustees, or membership of your supported organization(s), or one or more of your officers, directors, trustees, or other important office holders, are also members of the governing body of your supported organization(s), or your officers, directors, or trustees maintain a close and continuous working relationship with the officers, directors, or trustees of your supported organization(s). (Type III supporting organization)

- 4** Describe how your governing board and officers are selected. If you are a Type III organization, also describe how your officers, directors, or trustees maintain a close and continuous working relationship with the officers, directors, or trustees of your supported organization(s).



**Schedule D. Section 509(a)(3) Supporting Organizations** *(continued)*

- 5** Do any persons who are disqualified persons (except individuals who are disqualified persons only because they are foundation managers) with respect to you or persons who have a family or business relationship with any disqualified persons appoint any of your foundation managers? If "Yes," (1) describe the process by which disqualified persons appoint any of your foundation managers, (2) provide the names of these disqualified persons and the foundation managers they appoint, and (3) explain how control is vested over your operations (including assets and activities) by persons other than disqualified persons. ☐ Yes ☐ No

- 6** Do any persons who are disqualified persons (except individuals who are disqualified persons only because they are foundation managers) have any influence regarding your operations, including your assets or activities? If "Yes," (1) provide the names of these disqualified persons, (2) explain how influence is exerted over your operations (including assets and activities), and (3) explain how control is vested over your operations (including assets and activities) by individuals other than disqualified persons. ☐ Yes ☐ No

- 7** Does your organizing document specify your supported organization(s) by name? ☐ Yes ☐ No  
If "Yes" and you selected Type I above, continue to Line 8.  
If "Yes," and you selected Type II, do not complete the rest of Schedule D.  
If "No" and you selected Type III above, amend your organizing document to specify your supported organization(s) by name or you will not meet the organizational test and need to reconsider your requested public charity classification; then continue to Line 8.

- 7a** Does your organizing document name a similar purpose or charitable class of beneficiaries as to your supported organization(s)? If "No," amend your organizing document to specify your supported organization(s) by name, purpose, or class or you will not meet the organizational test and need to reconsider your requested public charity classification. ☐ Yes ☐ No

If you selected Type II above, do not complete the rest of Schedule D.

- 8** Do you or will you receive contributions from any person who alone, or combined with family members or an entity at least 35% controlled by that person, controls any of your supported organizations, or will you receive contributions from any family member of, or an entity at least 35% controlled by, any person who controls any of your supported organizations? If "Yes," explain. ☐ Yes ☐ No

If you selected Type I above, do not complete the rest of Schedule D.

**Schedule D. Section 509(a)(3) Supporting Organizations** *(continued)*

- 9** Do the officers, directors, or trustees of your supported organization have a significant voice in your investment policies, the timing and making of grants, the selection of grant recipients, and in otherwise directing the use of your income or assets? If "Yes," explain. ☐ Yes ☐ No

- 10** In each taxable year, do you or will you provide each of your supported organizations with (a) a written notice addressed to a principal officer of the supported organization describing the type and amount of all of the support you provided to the supported organization during the immediately preceding taxable year, (b) a copy of your most recently filed Form 990-series return or notice, and (c) a copy of your governing documents? If "No," explain. ☐ Yes ☐ No

- 11** Do you exercise a substantial degree of direction over the policies, programs, and activities of your supported organization(s) and appoint or elect (directly or indirectly) a majority of the officers, directors, or trustees of your supported organization(s)? If "Yes," explain. ☐ Yes ☐ No

- 12** Do substantially all of your activities directly further the exempt purposes of one or more supported organizations to which you are responsive by performing the functions of, or carrying out the purposes of, such supported organization(s) and but for your involvement would normally be engaged in by such supported organization(s). If "Yes," explain and do not complete the rest of Schedule D. ☐ Yes ☐ No

**Schedule D. Section 509(a)(3) Supporting Organizations** *(continued)*

- 13** Do you distribute at least 85% of your annual net income or 3.5% of the aggregate fair market value of all of your non-exempt-use assets (whichever is greater) to your supported organization(s)? If "No," explain.

☐ Yes ☐ No

- 13a** How much do you contribute annually to each supported organization?

- 13b** What is the total annual revenue of each supported organization?

- 13c** Do you or the supported organization(s) earmark your funds for support of a particular program or activity? If "Yes," explain.

☐ Yes ☐ No

**Schedule E. Effective Date**

- 1** Are you applying for reinstatement of exemption after being automatically revoked for failure to file required returns or notices for three consecutive years? If "No," continue to Line 2. ☐ Yes ☐ No

- 1a** Revenue Procedure 2014-11, 2014-1 C.B. 411, provides procedures for reinstating your tax-exempt status. Select the section of Revenue Procedure 2014-11 under which you want us to consider your reinstatement request.

☐ Section 4. You are seeking retroactive reinstatement under section 4 of Revenue Procedure 2014-11. By selecting this line, you attest that you meet the specified requirements of section 4, that your failure to file was not intentional, and that you have put in place procedures to file required returns or notices in the future. Do not complete the rest of Schedule E.

☐ Section 5. You are seeking retroactive reinstatement under section 5 of Revenue Procedure 2014-11. By selecting this line, you attest that you meet the specified requirements of section 5, that you have filed required annual returns, that your failure to file was not intentional, and that you have put in place procedures to file required returns or notices in the future.

Describe how you exercised ordinary business care and prudence in determining and attempting to comply with your filing requirements in at least one of the three years of revocation and the steps you have taken or will take to avoid or mitigate future failures to file timely returns or notices. Do not complete the rest of Schedule E.

☐ Section 6. You are seeking retroactive reinstatement under section 6 of Revenue Procedure 2014-11. By selecting this line, you attest that you meet the specified requirements of section 6, that you have filed required annual returns, that your failure to file was not intentional, and that you have put in place procedures to file required returns or notices in the future.

Describe how you exercised ordinary business care and prudence in determining and attempting to comply with your filing requirements in each of the three years of revocation and the steps you have taken or will take to avoid or mitigate future failures to file timely returns or notices. Do not complete the rest of Schedule E.

☐ Section 7. You are seeking reinstatement under section 7 of Revenue Procedure 2014-11, effective the date you are filing this application. Do not complete the rest of Schedule E.

- 2** Generally, if you did not file Form 1023 within 27 months of formation, the effective date of your exempt status will be the date you filed Form 1023 (submission date). Requests for an earlier effective date may be granted when there is evidence to establish you acted reasonably and in good faith and the grant of relief will not prejudice the interests of the government.

☐ Check this box if you accept the submission date as the effective date of your exempt status. Do not complete the rest of Schedule E.

☐ Check this box if you are requesting an earlier effective date than the submission date.

- 2a** Explain why you did not file Form 1023 within 27 months of formation, how you acted reasonably and in good faith, and how granting an earlier effective date will not prejudice the interests of the Government.

You may want to include the events that led to the failure to timely file Form 1023 and to the discovery of the failure, any reliance on the advice of a qualified tax professional and a description of the engagement and responsibilities of the professional as well as the extent to which you relied on the professional, a comparison of (1) what your aggregate tax liability would be if you had filed this application within the 27-month period with (2) what your aggregate liability would be if you were exempt as of your formation date, or any other information you believe will support your request for relief.

**Schedule F. Low-Income Housing**

- 1** Describe each facility including the type of facility, whether you own or lease the facility, how many residents it can accommodate, the current number of residents, and whether the residents purchase or rent housing from you.

- 2** Describe who qualifies for your housing in terms of income levels or other criteria and explain how you select residents.

- 3** Do you meet the safe harbor requirements outlined in Revenue Procedure 96-32, 1996-1 C.B. 717, which provides guidelines for providing low-income housing that will be treated as charitable, including for each project that (a) at least 75 percent of the units are occupied by residents that qualify as low-income and (b) either at least 20 percent of the units are occupied by residents that also meet the very low-income limit for the area or 40 percent of the units are occupied by residents that also do not exceed 120 percent of the area's very low-income limit, and less than 25 percent of the units are provided at market rates to persons who have incomes in excess of the low-income limit?

☐ Yes☐ No

- 4** Is your housing affordable to low-income residents? If "Yes," describe how your housing is made affordable to low-income residents.

☐ Yes☐ No

- 5** Do you impose any restrictions to make sure that your housing remains affordable to low-income residents? If "Yes," describe these restrictions.

☐ Yes☐ No

**Schedule F. Low-Income Housing** *(continued)*

- 6** In addition to rent or mortgage payments, do residents pay periodic fees or maintenance charges? If "Yes," describe what these charges cover and how they are determined. ☐ Yes ☐ No

- 7** Do you provide social services to residents? If "Yes," describe these services. ☐ Yes ☐ No

- 8** Do you participate in any government housing programs? If "Yes," describe these programs. ☐ Yes ☐ No

**Schedule G. Successors to Other Organizations**

- 1** List the name, last address, and EIN of your predecessor organization and describe its activities.

- 2** List the owners, partners, principal stockholders, officers, and governing board members of your predecessor organization. Include their names, addresses, and share/interest in the predecessor organization (if for-profit).

- 3** Are you a successor to a for-profit organization? If "Yes," explain your relationship with the predecessor organization that resulted in your creation and explain why you took over the activities or assets of a for-profit organization or converted from for-profit to nonprofit status; continue to Line 4. ☐ Yes ☐ No

- 3a** Explain your relationship with the other organization that resulted in your creation and why you took over the activities or assets of another organization.

**Schedule G. Successors to Other Organizations** *(continued)*

- 4** Do or will you maintain a working relationship with any of the persons listed in question 2 or with any for-profit organization in which these persons own more than a 35% interest? If "Yes," describe the relationship.

☐ Yes ☐ No

- 5** Were any assets transferred, whether by gift or sale, from the predecessor organization to you? If "Yes," provide a list of assets, indicate the value of each asset, explain how the value was determined, and attach an appraisal, if available. For each asset listed, also explain if the transfer was by gift, sale, or combination thereof and describe any restrictions that were placed on the use or sale of the assets.

☐ Yes ☐ No

- 6** Were any debts or liabilities transferred from the predecessor for-profit organization to you? If "Yes," provide a list of the debts or liabilities that were transferred to you, indicating the amount of each, how the amount was determined, and the name of the person to whom the debt or liability is owed.

☐ Yes ☐ No

- 7** Will you lease or rent any property or equipment to or from the predecessor organization or any persons listed in Line 2 or a for-profit organization in which these persons own more than a 35% interest? If "Yes," describe the arrangement(s) including how the lease or rental value was determined.

☐ Yes ☐ No



**Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures****Section I** Public charities and private foundations complete lines 1 through 8 of this section.

- 1** Describe the types of educational grants you provide to individuals, such as scholarships, fellowships, loans, etc., including the purpose, number and amount(s) of grants, how the program is publicized, and if you award educational loans, the terms of the loans.

- 2** Do you maintain case histories showing recipients of your scholarships, fellowships, educational loans, or other educational grants, including names, addresses, purposes of awards, amount of each grant, manner of selection, and relationship (if any) to officers, trustees, or donors of funds to you? If "No," explain. ☐ Yes ☐ No

- 3** Describe the specific criteria you use to determine who is eligible for your program (for example, eligibility selection criteria could consist of graduating high school students from a particular high school who will attend college, writers of scholarly works about American history, etc.).

- 4** Describe the specific criteria you use to select recipients (for example, specific selection criteria could consist of prior academic performance, financial need, etc.).

**Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures** *(continued)*

- 5** Describe any requirement or condition you impose on recipients to obtain, maintain, or qualify for renewal of a grant (for example, specific requirements or conditions could consist of attendance at a four-year college, maintaining a certain grade point average, teaching in public school after graduation from college, etc.).

- 6** Describe your procedures for supervising the scholarships, fellowships, educational loans, or other educational grants. Explain whether you obtain reports and grade transcripts from recipients, or you pay grants directly to a school under an arrangement whereby the school will apply the grant funds only for enrolled students who are in good standing. Also, describe your procedures for taking action if the terms of the award are violated.

- 7** How do you determine who is on the selection committee for the awards made under your program?

- 8** Are relatives of members of the selection committee, or of your officers, directors, or substantial contributors eligible for awards made under your program? If "Yes," what measures do you take to ensure unbiased selections?

☐ Yes☐ No

Do not complete the rest of Schedule H. If you are a private foundation, you will be directed to complete Section II of Schedule H later in the application.

**Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures** (continued)**Section II Private foundations complete lines 1 through 7 of this section. Public charities do not complete this section.**

- 1** As a private foundation, do you want this application to be considered as a request for advance approval of grant making procedures? ☐ Yes ☐ No

If "No," do not complete the rest of Schedule H.

- 1a** Check the box(es) indicating under which section(s) you want your grant making procedures to be considered.

- ☐ 4945(g)(1) - Scholarship or fellowship grant to an individual for study at an educational institution
- ☐ 4945(g)(3) - Other grants, including loans, to an individual for travel, study, or other similar purposes, to enhance a particular skill of the grantee or to produce a specific product

- 2** Do you represent that you will (1) arrange to receive and review grantee reports annually and upon completion of the purpose for which the grant was awarded, (2) investigate diversions of funds from their intended purposes, and (3) take all reasonable and appropriate steps to recover diverted funds, ensure other grant funds held by a grantee are used for their intended purposes, and withhold further payments to grantees until you obtain grantees' assurances that future diversions will not occur and that grantees will take extraordinary precautions to prevent future diversions from occurring? ☐ Yes ☐ No

- 3** Do you represent that you will maintain all records relating to individual grants, including information obtained to evaluate grantees, identify whether a grantee is a disqualified person, establish the amount and purpose of each grant, and establish that you undertook the supervision and investigation of grants described in Line 2? ☐ Yes ☐ No

- 4** Do you or will you award scholarships, fellowships, and educational loans to attend an educational institution based on the status of an individual being an employee of a particular employer? ☐ Yes ☐ No

If "No," do not complete the rest of Schedule H.

- 5** Will you comply with the seven conditions and either the percentage tests or facts and circumstances test for scholarships, fellowships, and educational loans to attend an educational institution as set forth in Revenue Procedures 76-47, 1976-2 C.B. 670, and 80-39, 1980-2 C.B. 772, which apply to inducement, selection committee, eligibility requirements, objective basis of selection, employment, course of study, and other objectives? ☐ Yes ☐ No

- 6** Do you or will you provide scholarships, fellowships, or educational loans to attend an educational institution to employees of a particular employer? If "No," continue to Line 7. ☐ Yes ☐ No

- 6a** Will you award grants to 10% or fewer of the eligible applicants who were actually considered by the selection committee in selecting recipients of grants in that year as provided by Revenue Procedures 76-47 and 80-39? ☐ Yes ☐ No

- 7** Do you provide scholarships, fellowships, or educational loans to attend an educational institution to children of employees of a particular employer? ☐ Yes ☐ No

If "No," do not complete the rest of Schedule H.

- 7a** Will you award grants to 25% or fewer of the eligible applicants who were actually considered by the selection committee in selecting recipients of grants in that year as provided by Revenue Procedures 76-47 and 80-39? ☐ Yes ☐ No

If "Yes," do not complete the rest of Schedule H.

**Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures** *(continued)*

- 7b** Will you award grants to 10% or fewer of the number of employees' children who can be shown to be eligible for grants (whether or not they submitted an application) in that year, as provided by Revenue Procedures 76-47 and 80-39? If "Yes," describe how you will determine who can be shown to be eligible for grants without submitting an application, such as by obtaining written statements or other information about the expectations of employees' children to attend an educational institution; do not complete the rest of Schedule H.

☐ Yes ☐ No

- 7c** Will you award grants based on facts and circumstances that demonstrate that the grants will not be considered compensation for past, present, or future services or otherwise provide a significant benefit to the particular employer? If "Yes," describe the facts and circumstances you believe will demonstrate that the grants are neither compensatory nor a significant benefit to the particular employer. In your explanation, describe why you cannot satisfy either the 25% test or the 10% test in questions 7a and 7b.

☐ Yes ☐ No

**LAS VEGAS MUSEUM OF ART**  
427 W. Plumb Lane  
Reno, NV, 89509  
EIN: 93-2603279

**SUPPLEMENTAL RESPONSES TO FORM 1023**

**Part IV: Activities**

***Question 1: Narrative description of past, present, and planned activities.***

**Background**

Las Vegas Museum of Art (“Applicant”) is a Nevada nonprofit corporation. Applicant was incorporated on June 5, 2023, and is based in Las Vegas, Nevada.

Applicant’s mission is to establish, develop, operate, and fund a museum of art in Las Vegas, Nevada to be known as the “Las Vegas Museum of Art,” which will focus on serving the diverse Las Vegas community through inclusive exhibitions and programs across ages, cultures, and genres (the “Mission”). All activities are planned and contingent on recognition by the Internal Revenue Service (the “IRS”) of Applicant’s status as an organization that is tax-exempt under Section 501(c)(3) of the Internal Revenue Code (the “Code”) and as a public charity under Section 509 of the Code.

**Activities**

***Develop and Operate Applicant’s Facilities (100% of time spent)***

Applicant will establish, develop, operate, and fund a museum of art in Las Vegas, Nevada (the “Museum”). Applicant will conduct its activities in furtherance of its Mission primarily from the Museum. The Museum is presently anticipated to be located in Las Vegas, Nevada. Applicant’s activities will be conducted by its employees and such contractors and volunteers as it may identify in the future and will be overseen by Applicant’s Board.

Applicant will operate exclusively for charitable, educational, and scientific purposes as a nonprofit corporation described in Section 501(c)(3) of the Code, and the regulations promulgated thereunder as they now exist or as they may hereafter be amended. Moreover, Applicant’s operation of the Museum will serve to directly accomplish many of the charitable purposes specifically referenced in Section 1.501(c)(3)-1(d)(2) of the Treasury Regulations, including advancement of education. As a result, the activity furthers Applicant’s charitable objectives and purposes.

Applicant’s activity is initially anticipated to be funded by a grant from the State of Nevada, the receipt of which is contingent upon the Applicant’s status as an organization that is tax-exempt under Section 501(c)(3) of the Code. Applicant will fundraise from the general public as well. All (100%) of Applicant’s expenses are allocated to the activity.

**LAS VEGAS MUSEUM OF ART**

**EIN: 93-2603279**

Supplemental Responses to Form 1023

Page 2

***Question 7: Rights in Intellectual Property.***

Applicant may occasionally publish brochures, reports, or other materials concerning Applicant and its activities. The distribution of these materials will help Applicant accomplish its exempt purposes by raising awareness of Applicant and its activities. Should Applicant distribute materials connected with its charitable activities, it will do so in a noncommercial manner. Unless otherwise required by grant terms, Applicant intends to retain the intellectual property rights associated with all its published materials, which will not contain commercial advertising. Applicant expects that any publication it may produce will be distributed without charge or, in appropriate instances, certain publications may be offered for purchase at up to fair market value.

In addition, certain exhibitors of art at the Museum are anticipated to retain ownership in the intellectual property associated with their artwork and other materials on display. However, no fees charged by the Museum will inure to the benefit of the artists. Instead, such fees, if any, will be used solely to pursue the Applicant's charitable Mission.

<b>Part V: Compensation and Other Financial Arrangements</b>
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***Question 1g: Other Practices Used to Set Reasonable Compensation.***

Applicant will take all steps necessary to comply with the requirements of Code Section 4941 and any applicable state law requirements regarding compensation, as applicable. Compensation will be established based on the amount ordinarily paid for like services by like organizations under like circumstances.

***Question 6: Contract with Another Organization to Develop, Build, or Finance Facilities.***

For the Applicant to build, renovate, or otherwise develop the improvements that will form the basis of the Museum, Applicant will contract with contractors and others whose skills are necessary for performing this work. The parties to such agreements will be selected based upon customary criteria, including, but not limited to, experience, cost estimates, timelines for construction, and resource availability. The Applicant will ensure that there is no business or family relationship between any such party and the Applicant's directors and/or officers. Any such relationship will be a disqualifying criteria. All such agreements will be negotiated on an arms' length basis after soliciting bids from comparable service providers (which bids will be analyzed to confirm that amounts charged are customary and no more than fair market value).

**LAS VEGAS MUSEUM OF ART**  
**EIN: 93-2603279**  
Supplemental Responses to Form 1023  
Page 3

<b>Part VI: Financial Data</b>
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*A. Statement of Revenues and Expenses*

**Line 25: Itemized financial data.**

**Supplemental Response re:**  
**Line 22 Professional Fees**

	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>TOTALS</b>
Legal	\$22,000.00	\$10,000.00	\$15,000.00	\$47,000.00
Project Design	\$15,000.00		\$10,000.00	\$25,000.00
Architect		\$945,000.00	\$945,000.00	\$1,890,000.00
Cost Estimator		\$100,000.00	\$100,000.00	\$200,000.00
Engineers		\$125,000.00	\$150,000.00	\$275,000.00
Contractor			\$270,000.00	\$270,000.00

**Supplemental Response re:**  
**Line 23 Other Fees**

	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>TOTAL</b>
Project Analyst	\$16,000.00	\$20,000.00	\$20,000.00	\$56,000.00

Las Vegas Museum of Art  
EIN: 93-2603279

# **ARTICLES OF INCORPORATION NONPROFIT**





**FRANCISCO V. AGUILAR**  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: [www.nvsos.gov](http://www.nvsos.gov)  
[www.nvsilverflume.gov](http://www.nvsilverflume.gov)

Filed in the Office of <i>FVAguilar</i> Secretary of State State Of Nevada	Business Number <b>E32452462023-8</b> Filing Number <b>20233245245</b> Filed On <b>06/05/2023 09:59:03 AM</b> Number of Pages <b>4</b>
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## 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

<b>1. Name of Entity:</b> (If foreign, name in home jurisdiction)	<b>Las Vegas Museum of Art</b>
<b>2. Registered Agent for Service of Process:</b> (Check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent (name only below) <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <input type="checkbox"/> Office or position with Entity (title and address below) <b>AGUIRRE RILEY, P.C.</b> Name of Registered Agent OR Title of Office or Position with Entity <b>427 W PLUMB LANE</b> <b>RENO</b> Nevada <b>89509</b> Street Address City Zip Code <b>_____</b> Nevada <b>_____</b> Mailing Address (If different from street address) City Zip Code
<b>2a. Certificate of Acceptance of Appointment of Registered Agent:</b>	<i>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.</i> <b>X Aguirre Riley, P.C.</b> <b>06/05/2023</b> Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date
<b>3. Names and Addresses of the Board of Directors, Member, or Trustees</b>  (NRS 81.410 must not be less than three members, see instructions)	<b>1) Elaine Wynn</b> Name <b>3800 Howard Hughes Parkway, Suite 960</b> <b>Las Vegas</b> <b>NV</b> <b>89169</b> Address City State Zip Code <b>2) Michael Govan</b> Name <b>427 W. Plumb Lane</b> <b>Reno</b> <b>NV</b> <b>89509</b> Address City State Zip Code <b>3) Dana Lee</b> Name <b>427 W. Plumb Lane</b> <b>Reno</b> <b>NV</b> <b>89509</b> Address City State Zip Code <b>4) Roger Thomas</b> Name <b>2300 W. Sahara No. 530</b> <b>Las Vegas</b> <b>NV</b> <b>89102</b> Address City State Zip Code
<b>4. Jurisdiction of Incorporation:</b> (NRS 80 only)	<b>4a. Jurisdiction of incorporation:</b> _____ <b>4b. I declare this entity is in good standing in the jurisdiction of its incorporation.</b> <input type="checkbox"/>
<b>5. Authorized Shares:</b> (Number of shares corporation is authorized to issue, NRS 80 and NRS 81.010)	Number of common shares with Par value: <b>0</b> Par value: \$ <b>0</b> Number of preferred shares with Par value: <b>0</b> Par value: \$ <b>0</b> Number of shares with no par value: <b>0</b>  If a Nonprofit Entity: <input type="checkbox"/> This is a nonprofit entity with authorized stock, as listed above. <input type="checkbox"/> This entity is a nonprofit, non-stock corporation.



FRANCISCO V. AGUILAR  
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## Formation - Non-profit Corporation

Continued, Page 2

<b>6. Benefit Corporation:</b> (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 <input type="checkbox"/>												
<b>7. Purpose:</b> (Required for NRS 80, NRS 81.010, NRS 81.170-81.270, 81.410, and any entity selecting Benefit Corporation. See instructions.)	<b>The corporation is organized exclusively for charitable, educational, scientific or religious purposes, including, for such purposes to assist, contribute to and support other organizations organized exclusively for charitable, educational, scientific and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended ("Code").</b>													
<b>8. Member Property Rights:</b> (NRS 81.010 see instructions)	The property rights and interest of each member are: <input type="checkbox"/> Equal OR <input type="checkbox"/> Unequal													
<b>9. Member Property Rights:</b> (NRS 81.410 see instructions)	The voting power and the property rights and interest of each member are: <input type="checkbox"/> Equal OR <input type="checkbox"/> Unequal													
<b>10. Term:</b> (NRS 81.010, 81.170-81.270, 81.410 may be perpetual)	The term of existence: (if existence is not perpetual)	<b>11. Equal Interest Rights:</b> (NRS 81.170-81.270) The interest and right of each member therein is to be equal.												
<b>12. Membership Fee:</b> (NRS 81.170-81.270, must be completed)	The membership fee is \$ <input type="text"/> per member. Each member signing the articles has paid the fee and their interests and rights are equal.													
<b>13. Name, Address and Signature of:</b>  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. <table border="1"><tr><td><b>Jackie Kindelan</b></td><td><b>United States</b></td></tr><tr><td>Name</td><td>Country</td></tr><tr><td><b>2700 E. Sunset Road, Suite 15</b></td><td><b>Las Vegas</b></td><td><b>NV</b></td><td><b>89120</b></td></tr><tr><td>Address</td><td>City</td><td>State</td><td>Zip/Postal Code</td></tr></table> <b>X Jackie Kindelan</b> (attach additional page if necessary)		<b>Jackie Kindelan</b>	<b>United States</b>	Name	Country	<b>2700 E. Sunset Road, Suite 15</b>	<b>Las Vegas</b>	<b>NV</b>	<b>89120</b>	Address	City	State	Zip/Postal Code
<b>Jackie Kindelan</b>	<b>United States</b>													
Name	Country													
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Address	City	State	Zip/Postal Code											

### 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)

Filed in the Office of <i>FVAguilar</i> Secretary of State State Of Nevada	Business Number <b>E32452462023-8</b> Filing Number <b>20233245245</b> Filed On <b>06/05/2023 09:59:03 AM</b> Number of Pages <b>4</b>
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**ATTACHMENT TO  
NONPROFIT ARTICLES OF INCORPORATION  
OF  
LAS VEGAS MUSEUM OF ART**

**ARTICLE 14.** The period of its duration is perpetual.

**ARTICLE 15.** The corporation shall have and exercise all powers granted to nonprofit corporations by the Nevada Revised Statutes as they now exist or as they may hereafter be amended.

**ARTICLE 16.** Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation are:

1. The affairs of the corporation are to be managed by the Board of Trustees as determined and set forth in the Bylaws of the corporation adopted by the Board of Trustees.

2. The property of the corporation is irrevocably dedicated to charitable, scientific, religious or educational purposes within the meaning of Section 501(c)(3) of the Code as now in effect or as may hereafter be amended. No part of the net earnings of the corporation shall inure to the benefit of any trustee, director or officer of the corporation, or any private individual (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation affecting one or more of its purposes and reimbursement may be made for any expenses incurred for the corporation by any officer, trustee, director, agent or employee, or any other person or corporation, as provided by the corporation bylaws or a policy adopted by the Board of Trustees and no trustee, director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 shall not participate in, or intervene in (including the publication or distribution of statements). The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office except as otherwise provided in Section 501(h) of the Code.

3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code.

4. No part of the assets of the corporation shall inure to the benefit of or be distributable to any organizations whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

5. To protect the tax-exempt status of the corporation the following provisions shall apply during such period, or periods, of time as the corporation is treated as a "private foundation" pursuant to Section 509 of the Code:

a. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

b. The corporation shall not engage in any act of self-dealing as defined in Section 4941 of the Code.

c. The corporation shall not retain any excess business holdings in violation of Section 4943(c) of the Code.

d. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

e. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

**ARTICLE 17.** Upon the dissolution of the corporation or the winding up of the affairs of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all obligations of the corporation, transfer or pay over all of its assets to one or more exempt organizations of the kind described in Section 501(c)(3) of the Code.

**ARTICLE 18.** The Bylaws of the corporation are to be made and adopted by the Board of Trustees and may be amended or rescinded by a vote of the Board as provided for therein.

**ARTICLE 19.** These Articles of Incorporation may be amended upon adoption of a Certificate of Amendment to the Articles of Incorporation by the majority vote of the Board of Trustees.

**ARTICLE 20.** To the maximum extent permitted under the Nevada Revised Statutes, no trustee, director or officer of the corporation shall be personally liable to the corporation for damages as a result of any act or failure to act in his or her capacity as a trustee, director or officer.



FRANCISCO V. AGUILAR  
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**Non-Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 81, 82 & 84)  
**Certificate to Accompany Restated Articles or Amended and**  
**Restated Articles** (PURSUANT TO NRS 82.371)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

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

<b>1. Entity information:</b>	Name of entity as on file with the Nevada Secretary of State: <div style="border: 1px solid black; padding: 2px;">Las Vegas Museum of Art</div> Entity or Nevada Business Identification Number (NVID): <div style="border: 1px solid black; padding: 2px;">E32452462023-8</div>
<b>2. Restated or Amended and Restated Articles</b> (Select one):  (If <u>amending and restating only</u> , complete section 1,2 3, 5 and 6)	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: <div style="border: 1px solid black; width: 100px; height: 15px;"></div> The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
<b>3. Type of amendment filing being completed:</b> (Select only one box)  (If amending, complete section 1, 3, 5 and 6.)	<input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS Chapters 81 and 82 - Before First Meeting of Directors) The undersigned are a majority of the original incorporators of the nonprofit corporation, or the majority necessary for the approval as otherwise provided by NRS.  As of the date of this certification no meeting of the directors has taken place and the corporation has no members other than the incorporators.  <input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS Chapters 81 and 82 - After First Meeting of Directors) The directors (or trustees) and the members, if any, and such other persons or public officers, if any, as may be required by the articles, have approved the amendment. The vote by which the amendment was adopted by the directors and members, if any, is as follows: * Vote of Directors: <div style="border: 1px solid black; width: 80px; height: 15px;"></div> Vote of Members: <div style="border: 1px solid black; width: 80px; height: 15px;"></div> <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: <div style="border: 1px solid black; width: 500px; height: 20px;"></div> Jurisdiction of formation: <div style="border: 1px solid black; width: 200px; height: 20px;"></div> Changes to takes the following effect: <div style="display: flex; justify-content: space-between;"><div><input type="checkbox"/> The entity name has been amended.</div><div><input type="checkbox"/> Dissolution</div></div> <div style="display: flex; justify-content: space-between;"><div><input type="checkbox"/> The purpose of the entity has been amended.</div><div><input type="checkbox"/> Merger</div></div> <div style="display: flex; justify-content: space-between;"><div><input type="checkbox"/> The authorized shares have been amended.</div><div><input type="checkbox"/> Conversion</div></div> <div><input type="checkbox"/> Other: (specify changes) <div style="border: 1px solid black; width: 400px; height: 20px;"></div></div> <small>* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.</small>

This form must be accompanied by appropriate fees.





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

**Non-Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 81, 82 & 84)  
**Certificate to Accompany Restated Articles or Amended and**  
**Restated Articles** (PURSUANT TO NRS 82.371)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

**3. Type of amendment filing being completed continued:** (If amending, complete section 1, 3, 5 and 6.)

☐ Certificate of Amendment to Articles of Incorporation For Corporation Sole  
(Pursuant to NRS Chapter 84)

The undersigned is the person authorized to represent the corporation sole.

**4. Effective date and time:** (Optional)

Date:

Time:

(must not be later than 90 days after the certificate is filed)

**5. Information being changed:** (Domestic corporations only)

Changes to takes the following effect:

- ☐ The entity name has been amended.
- ☐ The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
- ☒ The purpose of the entity has been amended.
- ☐ The authorized shares have been amended.
- ☐ The directors, managers or general partners have been amended.
- ☐ IRS tax language has been added.
- ☐ Articles have been added.
- ☐ Articles have been deleted.
- ☐ Other.

The articles have been amended as follows: (provide article numbers, if available)

7. Purpose. The corporation is organized exclusively for charitable, educational, scientific or religious purposes, including, for such purposes to assist, contribute to and support other organizations organized exclusively for charitable, educational, scientific and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended ("Code"). (CONTINUED) (attach additional page(s) if necessary)

**6. Signature:**  
(Required)

X

Signature of Officer, Incorporator or Authorized Signer

Incorporator

Title

X

Signature of Officer, Incorporator or Authorized Signer

Title

\* A majority of a quorum of the voting power of the members, or as may be required by the articles, must vote in favor of the amendment. If any proposed amendment would alter or change any preference or any relative or other right given to any class of members, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of a majority of a quorum of the voting power of each class of members affected by the amendment regardless of limitations or restrictions on their voting power. An amendment pursuant to NRS 81.210 requires approval by a vote of 2/3 of the members.

This form must be accompanied by appropriate fees.

**ATTACHMENT TO NON-PROFIT CORPORATION CERTIFICATE OF AMEDMENT  
OF  
LAS VEGAS MUSEUM OF ART**

**7. Purpose (Continued).** Without limiting and subject to the foregoing, the corporation's specific purpose is to establish a museum of art in Las Vegas, Nevada to be known as the Las Vegas Museum of Art.

Las Vegas Museum of Art  
EIN: 93-2603279

**BYLAWS**

**&**

**CONFLICT OF INTEREST POLICY**



**BYLAWS  
OF  
LAS VEGAS MUSEUM OF ART  
A Nevada Nonprofit Corporation**

**ARTICLE I  
CORPORATION'S ARTICLES OF INCORPORATION**

1.1 References to Articles. Any reference in these bylaws (the "Bylaws") made to the Articles of Incorporation (the "Articles") of the Las Vegas Museum of Art (the "Corporation") will be deemed to refer to its articles of incorporation and all amendments thereto at any given time on file with the Nevada Secretary of State (or any successor to its functions), together with any and all certificates filed by the Corporation with the Nevada Secretary of State pursuant to applicable law.

1.2 Seniority. The Articles will in all respects be considered senior and superior to these Bylaws, with any inconsistency to be resolved in favor of the Articles, and with these Bylaws to be deemed automatically amended from time to time to eliminate any such inconsistency which may then exist.

1.3 Principal Office. The Corporation may have offices at such places, in or outside the state of Nevada, as the Board of Directors of the Corporation (the "Board") may, from time to time, determine.

1.4 Corporate Seal. If the Board resolves to adopt a corporate seal, the seal shall be in a form approved by the Board, but in any event must contain the name of the Corporation and the words "Nevada" and "Seal" as elements. The Corporation's failure to use a corporate seal shall not affect the legality of any document or record.

1.5 Registered Agent. The Board may change the Corporation's registered agent from time to time by filing a statement with the Nevada Secretary of State pursuant to applicable law.

**ARTICLE II  
BOARD OF DIRECTORS**

2.1 Powers.

(a) Subject to applicable law and in accordance with the purposes and limitations set forth in the Articles and these Bylaws, the business, property, activities, and affairs of the Corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of, the Board.

(b) Subject to applicable law and in accordance with the purposes and limitations set forth in the Articles and these Bylaws, the Board may delegate the management of the Corporation's activities to any person, persons, or Committee (as defined below) however composed; provided, that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

2.2 Number of Directors; Qualifications. The number of directors ("Directors") of the Board of the Corporation shall not be less than three (3) nor more than fifteen (15) unless otherwise changed at any regular or special meeting by the majority vote of the Board. The Board shall have the authority to fill, by nomination and election, any vacancies on the Board that may occur. The Board shall follow the nomination and election procedure provided in Section 2.3, hereof, to subsequently elect new Directors of the Board. The Board may also specify the term for which new Directors of the Board shall serve consistent with Section 2.3, hereof. The nomination procedure shall be designated by the Executive Committee. No

reduction of the authorized number of Directors shall have the effect by itself of removing any Director before the expiration of the Director's term of office. Each Director shall be at least eighteen (18) years of age.

2.3 Election of Directors. The terms of all Directors appointed or elected prior to the first annual meeting of the Corporation shall expire at the time of the first annual meeting. At the first annual meeting, the Board shall provide for staggered terms of its Directors, by designating one (1) and two (2) year terms. The number of Directors designated for each term shall be equal, or as equal as possible. Following the expiration of the initial designated terms, the terms of Directors shall subsequently be elected for three (3) years. Directors shall be elected at each annual meeting to fill those terms that have expired. Directors may be elected to serve unlimited consecutive or non-consecutive terms, and Directors may elect to serve as many terms as they are nominated to fill. In lieu of nominating a Director during a meeting, a nomination may be submitted by letter or electronic email by a member of the Board to the Secretary. Upon receipt of the nomination, the Secretary shall forward it to the members of the Board at least five (5) days prior to said annual meeting for a decision to be rendered in writing or by electronic email. Each Director who has been elected to fill a vacancy or elected at a special meeting shall hold office until expiration of the term for which such Director is elected.

2.4 Removal and Resignation. The Board may, by an affirmative vote of a majority of its voting power (not including the Director(s) with respect to whom the vote relates), remove any Director for failure to attend meetings or to reasonably fulfill his or her obligations as a Director, or for any other reason which may reasonably cause not less than a majority of the voting power of the Board to conclude that removal of such Director would materially enhance the continued conduct and affairs of the Corporation. The removal of a person as a Director does not automatically prevent the same person from serving as an officer. Any Director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a Director.

2.5 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the authorized number of Directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a Director, shall be filled by a majority of the remaining Directors, though less than a quorum. Each Director so elected shall serve until the next annual meeting of the Board and until such Director's successor shall have been duly elected and qualified in accordance with Section 2.3, hereof, or until such Director's earlier death, resignation, or removal.

2.6 Board of Directors' Duties. It shall be the duty of the Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles, or by these Bylaws;

(b) Regulate and control the management, operations, and maintenance of the Corporation and its assets;

(c) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe and supervise the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation; and

(d) Meet at such times and places as required by these Bylaws.

2.7 Restriction on Power of Directors. Notwithstanding the power and authority of the Board set forth in these Bylaws, the Corporation shall not make any loan to any private person, including, without limitation, any Director, officer, or employee of the Corporation, guarantee any indebtedness of any private person, including, without limitation, any Director, officer, or employee of the Corporation, or otherwise use its credit for any purpose not in furtherance of the Corporation's charitable mission.

2.8 Compensation. No part of the Corporation's property or earnings shall inure to the benefit of any Board member or any private individual, except that reasonable compensation may be paid to any person for services rendered to or for the Corporation in carrying out one or more of its purposes. No member of the Board or any private individual shall be entitled to share in the distribution of any of the corporate assets of the Corporation upon its dissolution.

### **ARTICLE III**

#### **MEETINGS OF THE BOARD**

3.1 Regular Meetings. Regular meetings of the Board shall be held a minimum of two (2) times per fiscal year at a place and time to be determined by the Board. The last regular meeting of each fiscal year shall be the annual meeting.

3.2 Annual Meeting. At the annual meeting, the Board shall undertake the election of Directors and officers and other transactions of business. For the election to fill a seat on the Board, each Director shall cast one (1) vote for each Director to be elected. The candidates receiving the highest number of votes shall be elected.

3.3 Special Meetings. Special meetings may be called by the Chair(s), the Executive Director, or by the number of Directors that would be required to constitute a quorum, in each case upon written request or electronic email submitted to the Secretary.

3.4 Minutes. The Board shall be responsible for the recording and maintaining of minutes of the proceedings of meetings of the Board and Committees.

3.5 Place of Meetings. Meetings of the Board shall be held at a time and place designated by notice of the meeting. If no place is stated in the notice or if there is no notice, meetings shall be held at the principal executive office of the Corporation unless another place has been designated by a resolution duly adopted by a majority of the Board. Any Director may participate in a meeting by conference telephone, video conference, or similar communications media, by means of which all persons participating in the meeting can hear each other. A Director who participates in a meeting by remote means shall be considered present.

3.6 Notice of Meetings.

(a) Notices of Board meetings shall be issued by: (1) first-class mail; (2) electronic email; or (3) other electronic means, directed to each Director at such person's address or contact information as it appears on the records of the Corporation. Notice shall be deemed to have been given when sent provided that no notice of a transmission failure is received and, if sent by mail, when deposited in the United States mail with prepaid postage thereon. Notice of a special meeting of the Board must be given to each Director not less than seven (7) days before such meeting; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight hours before the time at which such meeting is to be held if given personally, by telephone, or by electronic mail, unless the meeting relates to an emergency that must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible.

(b) The calendar of regular meetings shall be established and distributed at the annual meeting, with meetings subject to schedule change with consent of the Board. The next regular meeting will be noted in the prior meeting's minutes and will serve as notice. Notice of special meetings shall be made by any means necessary and established in writing via electronic email.

(c) Notwithstanding the foregoing, no notice of a regular meeting shall be required where the time and place of the meetings are fixed by Board resolution. Notice of a regular or special meeting need not be given to a Director who submits a signed waiver of notice before, after, or at the meeting's commencement. The attendance of a Director at, or participation of a Director in, a meeting shall constitute a waiver of notice of such meeting, unless the Director at the beginning of the meeting (or promptly upon such person's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

### 3.7 Quorum for Meetings.

(a) A majority of the Board then in office shall constitute a quorum for the transaction of any business.

(b) If, during a meeting at which a quorum was initially present, some Directors leave rendering the meeting without a quorum, the Board or Committee may continue to transact business so long as any action taken or decision made is approved by at least the number of Directors required to take action if a quorum were present.

(c) Each Director of the Board shall be entitled to one (1) vote and shall not be liable for any dues or assessments at any time or of any type, but shall in other respect be subject to all laws of the State of Nevada relating to directors of nonprofit corporations.

3.8 Adjournment of Meetings. A majority of the Directors present, whether or not a quorum is present, may adjourn the meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time and place shall be given before the adjourned meeting to each Director not present at the time of the adjournment.

3.9 Conduct of Meetings. Meetings of the Board shall be presided over by the Chair(s) of the Corporation or, in the Chair's absence, by the Vice Chair of the Corporation or, in the absence of each of these persons, by a person chosen by the majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all Board meetings, or in the Secretary's absence, by another presiding officer appointed by the Secretary to serve in their absence.

3.10 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board or any Committee thereof may be taken without a meeting if a majority of the Board or Committee members entitled to vote on the matter, as the case may be, consent thereto in writing; provided, however, if the vote of a higher proportion of the Board or Committee is required for an action, then such higher proportion of written consent shall be required. Such consent shall have the same effect as a vote of the Board or Committee at a Board or Committee meeting duly called and noticed. The resolution and written consent thereto by the Board or such Committee shall be filed with the minutes of the proceedings of the Board or such Committee.

3.11 Presumption of Assent. A Director who is present at a meeting of the Board or of any Committee at which action is taken on any matter will be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting or unless he or she files a

written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof. A right to dissent will not be available to a Director who voted in favor of the action.

## **ARTICLE IV**

### **OFFICERS**

#### **4.1     Executive Officers.**

(a)     The officers of the Corporation shall be a Chair or Co-Chairs, Vice Chair, Secretary, Treasurer, and such one or more additional officers as the Board determines appropriate. The officers shall be elected for terms of one (1) year each by a vote of Board members holding a majority of the voting power at the annual meeting. Each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal.

(b)     A vacancy in any office may be filled for the balance of the current term by a majority of the voting power of the Board. In lieu of such action at a meeting, a nomination may be submitted by letter or electronic email by a member of the Board to the Secretary. Upon receipt of the nomination, the Secretary shall forward it to the members of the Board at least five (5) days prior to said meeting for a decision to be rendered in writing or by electronic email. Any Board member may serve as an officer of the Corporation.

4.2     Duties of the Chair. The Chair(s) shall: (a) preside at all meetings of the Board; (b) exercise general supervision and control of the affairs of the Corporation; (c) have all powers incident to the office of the President of a nonprofit corporation and not inconsistent with the Articles or these Bylaws; (d) perform generally the duties customarily required of such office; and (e) be the chief officer thereof, subject, however, to the direction of the Board. In the absence of the Chair(s), the Vice Chair or such other officer as determined by the Board shall have the power to discharge all the duties of the Chair(s).

4.3     Duties of the Vice Chair. The Vice Chair shall serve in the absence of the Chair(s).

4.4     Duties of the Secretary. The Secretary shall: (a) keep all corporate records; (b) cause minutes to be kept of all meetings of the Board; (c) have custody of all minute books of the Corporation (which may be in the form of digital records); (d) send out all notices; and (e) make such reports and perform such other duties as are incident to the office or may be required by the Board. For the sake of clarity and the avoidance of doubt, the Secretary may delegate and oversee the responsibilities set forth clauses (b), (d), and (e) of this Section 4.4, subject to any limitations imposed by the Board from time to time.

4.5     Duties of the Treasurer. The Treasurer shall keep books and accounts reflecting all financial matters relevant to the Corporation. The Treasurer shall prepare annually a report indicating the receipt and disposition of all funds and property of the Corporation and shall report to the Board and make recommendations with respect to the corporate finances. The Treasurer shall further perform all duties usually incident to such office or which the Board may delegate.

4.6     Executive Director. In addition to the officers as listed in Section 4.1(a), the Corporation shall have an Executive Director. Subject to the control of the Board, the Executive Director shall be the chief executive manager of the Corporation and shall generally supervise, direct, and control the Corporation's affairs. The Executive Director shall perform all duties incident to the office and any other duties as may be required by law, by the Articles, or by these Bylaws, or which may be prescribed from time to time by the Board.

4.7 Other Officers. The Board may from time to time appoint such additional officers as it shall deem necessary. To the fullest extent allowed by law, the Board may prescribe each additional officer his or her respective title, term of office, authority, and duties.

4.8 Removal and Resignation. Any officer may be removed, either with or without cause, by an affirmative vote of the majority of the Board or, except in the case of an officer appointed by the Board, by any officer upon whom such power of removal has been conferred by the Board. Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

## **ARTICLE V** **COMMITTEES**

### 5.1 Committees.

(a) The Board may, by resolution adopted by a majority of the Board, designate one (1) or more committees (each, a “Committee”) and appoint any members of the Board or other persons to serve on any Committee the Board may desire to form to facilitate the accomplishment of the purposes and objectives of the Corporation as stated in its Articles and these Bylaws. There shall be at least one (1) member of the Board on each committee.

(b) No such Committee shall have authority to: (i) amend, alter, or repeal these Bylaws; (ii) elect, appoint, or remove any member of any such Committee or any Director of the Corporation; (iii) amend or repeal the Articles, adopt a plan of merger or a plan of consolidation with another corporation; (iv) authorize the sale, lease, or exchange of all of the property and assets of the Corporation; (v) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; (vi) adopt a plan for the distribution of the assets of the Corporation; or (vii) amend, alter, or repeal any resolution of the Board unless such resolution provides by its terms that it may be amended, altered, or repealed by a Committee. The designation of a Committee of the Board and the delegation thereto of authority shall not operate to relieve the Board or any Director of any responsibility imposed by law.

(c) The following standing committees of the Board are hereby approved, the responsibilities of which shall be as prescribed herein or by resolution adopted by a majority of the Board: (i) the Executive Committee; (ii) the Finance Committee; (iii) the Development Committee; and (iv) the Education and Public Programming Committee.

(i) *Executive Committee.* The Executive Committee shall be composed of the Chair(s) of the Board, the Chair(s) of each standing Committee of the Board, and such other Directors as may be nominated and elected by vote of the majority of the Directors. When the Board is not in session, the Executive Committee shall have and may exercise its powers as may be from time to time expressly delegated to it by the Board. Subject to the foregoing, the Executive Committee may establish its own regulations and procedures. The Executive Committee shall be responsible for determining the slate of Directors to be re-nominated or nominated prior to the annual meeting.

(ii) *Finance Committee.* It shall be the function of the Finance Committee to review the Corporation’s financial affairs and its annual budget, including review and approval of the Corporation’s spending rate on its endowments and other invested assets, and to make recommendations about the same to the Board. The Finance Committee shall also oversee the investment and management of

the Corporation's financial assets, review and make recommendations to the Board with regard to the acceptance of planned or deferred gifts, and set policy with respect thereto, subject to Board approval. The Finance Committee shall be composed of the Treasurer, at least two (2) other Directors, and any other person or persons nominated and elected by vote of the majority of the Directors who shall be members of the Finance Committee, *ex officio*, without vote. The Chair of the Finance Committee shall be the Treasurer.

(iii) *Audit Sub-Committee*. The Chair of the Finance Committee shall appoint two (2) or more members of the Finance Committee to serve on the Audit Sub-Committee. It shall be the function of the Audit Sub-Committee to commission at least annually an independent audit of the Corporation by qualified outside auditors, to retain or terminate the Corporation's independent auditors, to negotiate the scope of such auditors' services and the compensation of such auditors, to consult in confidence with those auditors, to review and determine whether to accept the audit, and to make recommendations regarding audit results to the Board.

(iv) *Development Committee*. It shall be the function of the Development Committee to assist in the identification, cultivation, and solicitation of donors, to assist in providing stewardship to donors, and to provide leadership and oversight in connection with fundraising, campaigns, and major gifts

(v) *Education and Public Programming Committee*. It shall be the function of the Education and Public Programming Committee to provide advice, expertise, oversight, and support for the Corporation's educational programming and engagement.

(d) The Corporation shall have such other Committees as may from time to time to be designated by resolution of the Board. Such other Committees may consist of persons who are not members of the Board. These additional Committees shall act in an advisory capacity only and shall clearly be titled as "Advisory Committees." There shall be at least one (1) member of the Board on each Advisory Committee.

(e) Unless otherwise provided by resolution of the Board, a majority of all of the members of a Committee shall constitute a quorum for the transaction of business, and the vote of a majority of all of the members of a Committee shall be the act of the Committee. The procedures and manner of acting of Committees of the Board shall be subject at all times to the direction of the Board.

(f) The Board, by vote of a majority of the Board, may designate one (1) or more Directors as alternate members of any Committee, who may replace any absent or disqualified member (as such term is determined by the Board) at any meeting of a Committee.

## **ARTICLE VI**

### **GENERAL PROVISIONS**

6.1 Amendment of Bylaws. The Board shall have the power to make, alter, amend, and repeal these Bylaws by affirmative vote of a majority of the voting power of the Board at any regular or special meeting, provided that the proposed action is inserted in the notice of such meeting, and the written assent of a majority of the voting power of the Board shall serve to repeal or amend any Bylaws or to adopt additional Bylaws. Bylaws of the Corporation may not be made, altered, amended, or repealed by any means other than that stipulated in this Section 6.1, and no amendment shall cause the operation of the Corporation to be for purposes other than as set forth in the Articles.

6.2 Implied Amendment. Any action taken or authorized by the Board that would be inconsistent with the Bylaws then in effect, but which is taken or authorized by affirmative vote, or written

consent in accordance with Section 3.10, of not less than the number of Directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended, but only so far as necessary to permit the specific action so taken or authorized.

6.3 Contracts. The Board, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general, or confined to a special instance; and unless so authorized by the Board, no officer nor any agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it pecuniarily liable for any purpose or for any amount.

6.4 Prohibition Against Participating in and Distribution of Corporate Assets or Earnings. No part of the net earnings of the Corporation shall inure to the benefit of any Director or officer of the Corporation, or any private individual, and no Director or officer of the Corporation or private individual shall be entitled to share in the distribution of any corporate assets on the dissolution of the Corporation; provided, however, that this shall not prevent the payment of reasonable compensation to any person for services rendered to or for the Corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the Corporation by any officer, Director, agent, or employee or any other person or corporation, as shall be determined by a policy adopted by the Board, or as the Board may otherwise determine from time-to-time. Upon the dissolution of the Corporation or the winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the Board shall, after paying or making provision for the payment of all obligations of the Corporation, transfer or pay over all of its assets to one or more exempt organizations of the kind described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”).

6.5 Investments. The Corporation shall have the right to retain all or any part of property or funds acquired by it, and to deposit, invest, and reinvest the same according to the judgment of the Board. No action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under any applicable section of the Code and the treasury regulations promulgated thereunder, as they now exist or as they may hereafter be amended. In setting investment policy, the Board shall be mindful of the Corporation’s purposes.

6.6 Annual Report. The Board shall cause an annual report to be furnished no later than one hundred twenty (120) days after the close of the Corporation’s fiscal year to all Directors of the Corporation, which report shall contain the following information in appropriate detail: the assets and liabilities of the Corporation at the close of fiscal year, the principal changes in assets and liabilities during the fiscal year, the revenue or receipts of the Corporation, and the expenses or disbursements during the fiscal year.

6.7 Conflicts of Interest. The Corporation shall follow the policies and procedures set forth in the Conflict of Interest Policy attached hereto as Exhibit “A” attached hereto and incorporated by this reference, as amended from time to time pursuant to these Bylaws.

6.8 Exempt Activities. Notwithstanding any other provision of these Bylaws, no Director, officer, employee, agent, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation that is not permitted to be taken or carried on by an organization exempt from taxation under Code Section 501(c)(3), and the treasury regulations promulgated thereunder, or by an organization, contributions to which are deductible under the Code Section 170, and the treasury regulations promulgated thereunder, or any action or activity which for any reason whatsoever would result in the loss of tax exempt status by the Corporation under any of the provisions of the Code or treasury regulations promulgated thereunder, in each case as they now exist or may hereafter be amended. The Corporation



shall undertake such activities as are necessary and allowable in furtherance of its charitable purposes, as set forth in the Articles, including, but not limited to, for such purposes to assist, contribute to, and support other organizations organized exclusively for charitable, educational, scientific, and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended, and as more specifically set forth in Exhibit “B” attached hereto and incorporated by this reference.

6.9 Indemnification.

(a) For the purposes of this Section 6.8, “agent” means any person who is or was a Director, officer, employee, or other agent of the Corporation, or the same for the predecessor to the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under Subsections 6(d) or 6(e), below.

(b) The Corporation shall have the power to indemnify its present or former agents who are or may become party to a proceeding when the agents acted in good faith and reasonably thought their actions were lawful and in the best interest of the Corporation. An unfavorable judgment or plea shall not, of itself, create a presumption of bad faith, unlawful action, or conduct contrary to the best interest of the Corporation.

(c) To the maximum extent permitted by applicable law, the Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation, or brought by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Subsection 6(c):

(i) In respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person’s duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(ii) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(iii) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

(d) To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Subsections 6(b) or 6(c) or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

(e) Except as provided in Subsection 6(d), above, any indemnification under this Section 6 shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Subsections 6(b) or 6(c), by:

(i) A majority vote of a quorum consisting of members of the Board who are not parties to such proceeding; or

(ii) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation.

(f) Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section 6.

(g) No provision made by the Corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, these Bylaws, a resolution of the Board, an agreement, or otherwise shall be valid unless consistent with this Section 6. Nothing contained in this Section 6 shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

(h) No indemnification or advance shall be made under this Section 6, except as provided in Subsections 6(d) or 6(d)(ii), in any circumstances where it appears:

(i) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(ii) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

(i) To the fullest extent permitted by Chapter 82 of the Nevada Revised Statutes, volunteers of the Corporation, including volunteer Directors and volunteer executive officers, will not be personally liable to any third party for negligence in the performance of their duties if they acted (1) within the scope of corporate duties, performed in good faith and not reckless, wanton, intentional or grossly negligent, and (2) the damages are covered by liability insurance or the volunteer and the Board have made all reasonable efforts, in good faith, to obtain available liability insurance.

(j) The Corporation shall have, to the fullest extent permitted by Chapter 82 of the Nevada Revised Statutes, the power to purchase and maintain liability insurance on behalf of its agents.

(k) This Section 6 does not apply to any proceeding against any director, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Subsection 6(a). The Corporation shall have the power to indemnify such director, investment manager, or other fiduciary to the extent permitted by the Nevada Revised Statutes.

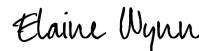
(l) In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Code. Further, if at any time the Corporation is deemed to be a private Corporation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article if such payment should constitute an act of self-dealing or a taxable expenditure, as defined in Sections 4941(d) or 4945(d), respectively, of the Code.

(m) If any part of this Section 6 shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

6.10 Interpretation of Bylaws. All questions of interpretation of these Bylaws shall be decided by members of the Board holding a majority of the voting power, and such decisions shall be final.

The undersigned, being all of the members of the Board of Directors of the Las Vegas Museum of Art, a Nevada nonprofit corporation, hereby consent to the foregoing Bylaws and adopt the same as and for the Bylaws of said corporation. These Bylaws shall be effective as of June 23, 2023.

DocuSigned by:



0F171321800440D...  
Elaine Wynn

DocuSigned by:



E1A5B84961FF407...  
Michael Govan

DocuSigned by:



9B47FATC15864C6...  
Dana Lee

DocuSigned by:



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Roger Thomas

## EXHIBIT “A”

### CONFLICT OF INTEREST POLICY

#### ARTICLE I PURPOSE

The purpose of the conflict of interest policy is to protect the interests of the Las Vegas Museum of Art, a Nevada nonprofit corporation (the “Corporation”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the Board of Directors of the Corporation (the “Board”) or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

#### ARTICLE II DEFINITIONS

SECTION 1. INTERESTED PERSON. Any member of the Board, principal officer, or member of a committee with powers delegated by the Board, who has a direct or indirect financial interest, as defined below, is an interested person.

SECTION 2. FINANCIAL INTEREST. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

(b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board or appropriate committee decides that a conflict of interest exists.

#### ARTICLE III PROCEDURES

SECTION 1. DUTY TO DISCLOSE. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board and members of committees with powers delegated by the Board considering the proposed transaction or arrangement.

SECTION 2. DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, or he or she shall leave the Board meeting or committee meeting while the determination of a conflict of interest is

discussed and voted upon. The remaining Board members or committee members shall decide if a conflict of interest exists.

### SECTION 3. PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST

(a) An interested person may make a presentation at the Board meeting or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested members of the Board or committee whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### SECTION 4. VIOLATIONS OF THE CONFLICT OF INTEREST POLICY.

(a) If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## ARTICLE IV RECORDS OF PROCEEDINGS

The minutes of the Board and all committees with powers delegated by the Board shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision of the Board or committee as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## ARTICLE V COMPENSATION

SECTION 1. A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

SECTION 2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

SECTION 3. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## ARTICLE VI ANNUAL STATEMENTS

Each member of the Board, principal officer and member of a committee with powers delegated by the Board shall annually sign a statement, in the form attached hereto and entitled "Acknowledgement of Conflict of Interest Policy," which affirms such person:

- (a) Has received a copy of the conflict of interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and
- (d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## ARTICLE VII PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

ARTICLE VIII  
USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

**ACKNOWLEDGEMENT**  
**OF**  
**CONFLICT OF INTEREST POLICY**

I, Elaine Wynn, acknowledge receipt of the Conflict of Interest Policy (the “Policy”) of the Las Vegas Museum of Art, a Nevada nonprofit corporation (the “Corporation”). I have read the Policy and understand the Policy, and I agree to comply with the Policy as well as by the rules, regulations, and policies that may be established in connection with the Policy in the future. I also understand that the Corporation is charitable in nature and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes as set forth in the Articles of Incorporation and the Bylaws of the Corporation.

Date: 8/22/2023

DocuSigned by:

*Elaine Wynn*

6F17132180644DD...  
Name: Elaine Wynn



**ACKNOWLEDGEMENT**  
**OF**  
**CONFLICT OF INTEREST POLICY**

I, Michael Govan, acknowledge receipt of the Conflict of Interest Policy (the "Policy") of the Las Vegas Museum of Art, a Nevada nonprofit corporation (the "Corporation"). I have read the Policy and understand the Policy, and I agree to comply with the Policy as well as by the rules, regulations, and policies that may be established in connection with the Policy in the future. I also understand that the Corporation is charitable in nature and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes as set forth in the Articles of Incorporation and the Bylaws of the Corporation.

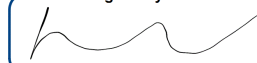
Date: 8/22/2023

DocuSigned by:  
  
E1A5B849D1FF407  
Name: Michael Govan

**ACKNOWLEDGEMENT**  
**OF**  
**CONFLICT OF INTEREST POLICY**

I, Dana Lee, acknowledge receipt of the Conflict of Interest Policy (the “Policy”) of the Las Vegas Museum of Art, a Nevada nonprofit corporation (the “Corporation”). I have read the Policy and understand the Policy, and I agree to comply with the Policy as well as by the rules, regulations, and policies that may be established in connection with the Policy in the future. I also understand that the Corporation is charitable in nature and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes as set forth in the Articles of Incorporation and the Bylaws of the Corporation.


Date: 8/17/2023

DocuSigned by:  
  
9B47FA1C15864C6...  
Name: Dana Lee

**ACKNOWLEDGEMENT**  
**OF**  
**CONFLICT OF INTEREST POLICY**

I, Roger Thomas, acknowledge receipt of the Conflict of Interest Policy (the “Policy”) of the Las Vegas Museum of Art, a Nevada nonprofit corporation (the “Corporation”). I have read the Policy and understand the Policy, and I agree to comply with the Policy as well as by the rules, regulations, and policies that may be established in connection with the Policy in the future. I also understand that the Corporation is charitable in nature and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes as set forth in the Articles of Incorporation and the Bylaws of the Corporation.

Date: 8/17/2023

DocuSigned by:  
  
A0CE7E827C0E4B9  
Name: Roger Thomas

## **EXHIBIT “B”**

### **DESCRIPTION OF ACTIVITIES**

The Las Vegas Museum of Art, a Nevada nonprofit corporation, (the “Corporation”) is organized and will be operated exclusively for charitable, educational, and scientific purposes as a nonprofit corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code (the “Code”) and the treasury regulations promulgated thereunder as they now exist or as they may hereafter be amended (the “Regulations”). Without limiting and subject to the foregoing, the Corporation’s purpose is to establish a museum of art in Las Vegas, Nevada to be known as the Las Vegas Museum of Art, which will focus on serving the diverse Las Vegas community through inclusive exhibitions and programs across ages, cultures and genres.

Las Vegas Museum of Art  
EIN: 93-2603279

## **FORM 2848**

Form **2848**  
(Rev. January 2021)  
Department of the Treasury  
Internal Revenue Service

## Power of Attorney and Declaration of Representative

► Go to [www.irs.gov/Form2848](http://www.irs.gov/Form2848) for instructions and the latest information.

OMB No. 1545-0150

For IRS Use Only

Received by:

Name \_\_\_\_\_

Telephone \_\_\_\_\_

Function \_\_\_\_\_

Date \_\_\_\_/\_\_\_\_/\_\_\_\_

**Part I** Power of Attorney

**Caution:** A separate Form 2848 must be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.

**1 Taxpayer information.** Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address

LAS VEGAS MUSEUM OF ART  
427 W PLUMB LANE  
RENO, NEVADA 89120

Taxpayer identification number(s)

93-2603279

Daytime telephone number

(310) 980-3840

Plan number (if applicable)

hereby appoints the following representative(s) as attorney(s)-in-fact:

**2 Representative(s)** must sign and date this form on page 2, Part II.

Name and address

KRISTY BLACK AMUNDSON  
2700 E. SUNSET ROAD, SUITE 15  
LAS VEGAS, NEVADA 89120

CAF No. 0313-00999R

PTIN P02334105

Telephone No. (775) 376-9477

Fax No. (775) 964-5346

Check if to be sent copies of notices and communications ☒Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

CAF No. \_\_\_\_\_

PTIN \_\_\_\_\_

Telephone No. \_\_\_\_\_

Fax No. \_\_\_\_\_

Check if to be sent copies of notices and communications ☐Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

CAF No. \_\_\_\_\_

PTIN \_\_\_\_\_

Telephone No. \_\_\_\_\_

Fax No. \_\_\_\_\_

(Note: IRS sends notices and communications to only two representatives.)

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

CAF No. \_\_\_\_\_

PTIN \_\_\_\_\_

Telephone No. \_\_\_\_\_

Fax No. \_\_\_\_\_

(Note: IRS sends notices and communications to only two representatives.)

Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

to represent the taxpayer before the Internal Revenue Service and perform the following acts:

- 3 Acts authorized (you are required to complete line 3).** Except for the acts described in line 5b, I authorize my representative(s) to receive and inspect my confidential tax information and to perform acts I can perform with respect to the tax matters described below. For example, my representative(s) shall have the authority to sign any agreements, consents, or similar documents (see instructions for line 5a for authorizing a representative to sign a return).

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, Sec. 4980H Shared Responsibility Payment, etc.) (see instructions)

Tax Form Number  
(1040, 941, 720, etc.) (if applicable)

Year(s) or Period(s) (if applicable)  
(see instructions)

Application for Recognition of Exemption  
under Section 501(c)(3)

Form 1023

2022-2026

- 4 Specific use not recorded on the Centralized Authorization File (CAF).** If the power of attorney is for a specific use not recorded on CAF, check this box. See *Line 4. Specific Use Not Recorded on CAF* in the instructions . . . . . ☐

- 5a Additional acts authorized.** In addition to the acts listed on line 3 above, I authorize my representative(s) to perform the following acts (see instructions for line 5a for more information): ☒ Access my IRS records via an Intermediate Service Provider;  
☒ Authorize disclosure to third parties; ☒ Substitute or add representative(s); ☒ Sign a return; \_\_\_\_\_

☒ Other acts authorized: receive copies of all written communications and materials

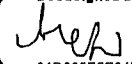
- b Specific acts not authorized.** My representative(s) is (are) not authorized to endorse or otherwise negotiate any check (including directing or accepting payment by any means, electronic or otherwise, into an account owned or controlled by the representative(s) or any firm or other entity with whom the representative(s) is (are) associated) issued by the government in respect of a federal tax liability.  
List any other specific deletions to the acts otherwise authorized in this power of attorney (see instructions for line 5b): \_\_\_\_\_

- 6 Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this form. If you **do not** want to revoke a prior power of attorney, check here . . . . . ☐

**YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**

- 7 Taxpayer declaration and signature.** If a tax matter concerns a year in which a joint return was filed, each spouse must file a separate power of attorney even if they are appointing the same representative(s). If signed by a corporate officer, partner, guardian, tax matters partner, partnership representative (or designated individual, if applicable), executor, receiver, administrator, trustee, or individual other than the taxpayer, I certify I have the legal authority to execute this form on behalf of the taxpayer.

**IF NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THIS POWER OF ATTORNEY TO THE TAXPAYER.**

 01D085E5E54D481 Signature	8/24/2023 Date	AUTHORIZED PERSON Title (if applicable)
HEATHER HARMON Print name	LAS VEGAS MUSEUM OF ART Print name of taxpayer from line 1 if other than individual	

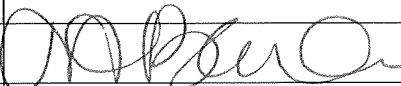
## Part II Declaration of Representative

Under penalties of perjury, by my signature below I declare that:

- I am not currently suspended or disbarred from practice, or ineligible for practice, before the Internal Revenue Service;
- I am subject to regulations in Circular 230 (31 CFR, Subtitle A, Part 10), as amended, governing practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:
  - a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
  - b Certified Public Accountant—a holder of an active license to practice as a certified public accountant in the jurisdiction shown below.
  - c Enrolled Agent—enrolled as an agent by the IRS per the requirements of Circular 230.
  - d Officer—a bona fide officer of the taxpayer organization.
  - e Full-Time Employee—a full-time employee of the taxpayer.
  - f Family Member—a member of the taxpayer's immediate family (spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).
  - g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the IRS is limited by section 10.3(d) of Circular 230).
  - h Unenrolled Return Preparer—Authority to practice before the IRS is limited. An unenrolled return preparer may represent, provided the preparer (1) prepared and signed the return or claim for refund (or prepared if there is no signature space on the form); (2) was eligible to sign the return or claim for refund; (3) has a valid PTIN; and (4) possesses the required Annual Filing Season Program Record of Completion(s). **See Special Rules and Requirements for Unenrolled Return Preparers in the instructions for additional information.**
  - k Qualifying Student or Law Graduate—receives permission to represent taxpayers before the IRS by virtue of his/her status as a law, business, or accounting student, or law graduate working in a LITC or STCP. See instructions for Part II for additional information and requirements.
  - r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

**IF THIS DECLARATION OF REPRESENTATIVE IS NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THE POWER OF ATTORNEY. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN PART I, LINE 2.**

**Note:** For designations d–f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column.

Designation— Insert above letter (a–r).	Licensing jurisdiction (State) or other licensing authority (if applicable)	Bar, license, certification, registration, or enrollment number (if applicable)	Signature	Date
a	Nevada	12700		8/25/23