



ROSS MILLER  
 Secretary of State  
 206 North Carson Street  
 Carson City, Nevada 89701-4299  
 (775) 684 5708  
 Website: www.nvsos.gov

**Nonprofit  
 Articles of Incorporation**  
 (PURSUANT TO NRS CHAPTER 82)

Filed in the office of 	Document Number <b>20080690202-39</b>
Ross Miller Secretary of State State of Nevada	Filing Date and Time <b>10/20/2008 8:52 AM</b>
	Entity Number <b>E0661572008-8</b>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

<b>1. Name of Corporation:</b>	Running For A Reason
<b>2. Registered Agent for Service of Process:</b> (check only one box)	<input type="checkbox"/> Commercial Registered Agent: _____ Name <input checked="" type="checkbox"/> Noncommercial Registered Agent (name and address below) <b>OR</b> <input type="checkbox"/> Office or Position with Entity (name and address below) Marc Gohres Name of Noncommercial Registered Agent <b>OR</b> Name of Title of Office or Other Position with Entity 10409 Pacific Palisades Ave. Las Vegas Nevada 89144 Street Address City State Zip Code Mailing Address (if different from street address) City State Zip Code
<b>3. Names and Addresses of the Board of Directors/Trustees:</b> (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than four directors/trustees)	1) Marc Gohres Name 10409 Pacific Palisades Ave. Las Vegas NV 89144 Street Address City State Zip Code 2) _____ Name Street Address City State Zip Code 3) _____ Name Street Address City State Zip Code 4) _____ Name Street Address City State Zip Code
<b>4. Purpose:</b> (required; continue on additional page if necessary)	The purpose of the corporation shall be: Nonprofit Charity
<b>5. Name, Address and Signature of Incorporator:</b> (attach additional page if more than one incorporator)	Marc Gohres Name Incorporator Signature 10409 Pacific Palisades Ave. Las Vegas NV 89144 Address City State Zip Code
<b>6. Certificate of Acceptance of Appointment of Registered Agent:</b>	I hereby accept appointment as Registered Agent for the above named Entity. <input checked="" type="checkbox"/> Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date 10/17/2008

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 82 Articles  
 Revised on 7-1-08





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

**Registered Agent  
 Acceptance**  
 (PURSUANT TO NRS 77.310)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Acceptance of Appointment by Registered Agent:**

In the matter of Running For A Reason  
 Name of Business Entity

I, Marc Gohres  
 Name of Registered Agent

am a: (complete only one)

- a)  commercial registered agent listed with the Nevada Secretary of State,
- b)  noncommercial registered agent with the following address for service of process:

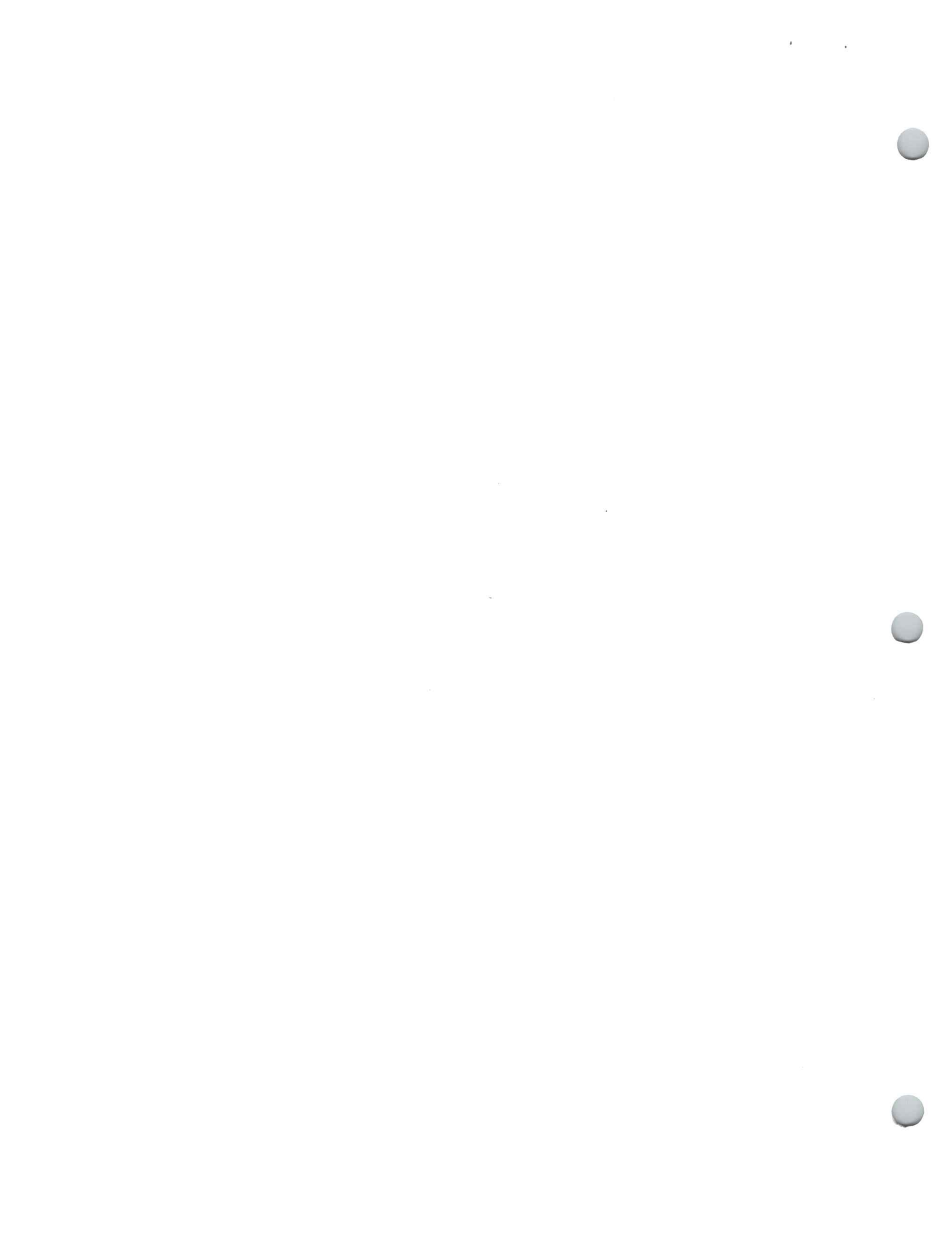
<u>10409 Pacific Palisades Ave.</u> Street Address	<u>Las Vegas</u> City	<u>Nevada</u> State	<u>89144</u> Zip Code
<u></u> Mailing Address (if different from street address)	<u></u> City	<u>Nevada</u> State	<u></u> Zip Code

and hereby state that on 10/17/2008 I accepted the appointment as registered agent  
 Date  
 for the above named business entity.

Signature:

X   
 Authorized Signature of R.A. or On Behalf of R.A. Company

10/17/08  
 Date



**ARTICLES OF INCORPORATION  
OF  
RUNNING FOR A REASON**

I, the undersigned, being the original incorporator herein named, for the purpose of forming a Non-Profit Corporation under the general Non-Profit Corporation laws of the State of Nevada, to do business both within and without the State of Nevada, do make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true:

**ARTICLE 1**

The name of the corporation is:

**RUNNING FOR A REASON**

**ARTICLE 2**

Section 2.01 Resident Agent: The name and address of the resident agent for service of process is MARC P. GOHRES, 10409 Pacific Palisades Ave., Las Vegas, NV 89144-1221.

Section 2.02 Resident Agent: The address its registered office is 10409 Pacific Palisades Ave., Las Vegas, NV 89144-1221.

Section 2.03 Other Offices: The Corporation may also maintain offices for the transaction of any business at such other places within or without the State of Nevada as it may from time to time determine. Corporate business of every kind and nature may be conducted, and meetings of directors and stockholders may be held outside the State of Nevada with the same effect as if in the State of Nevada.

**ARTICLE 3**

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.





#### ARTICLE 4

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Marc Gohres	10409 Pacific Palisades Ave. Las Vegas, NV 89144-1221

#### ARTICLE 5

Section 4.01 Governing Board. The members of the governing board of the corporation shall be styled as directors.

Section 4.02 Initial Board of Directors. The initial Board of Directors shall consist of one (1) member. The names and addresses of the initial member of the Board of Directors are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Marc Gohres	10409 Pacific Palisades Ave. Las Vegas, NV 89144-1221

These individuals shall serve as Directors until the first annual meeting of the stockholders or until their successors shall have been elected and qualified.

Section 4.03 Change in Number of Directors. The number of specific or total directors may be increased or decreased by a duly adopted amendment to the By-Laws of the corporation.

#### ARTICLE 6

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation,





contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE 7**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE 8**

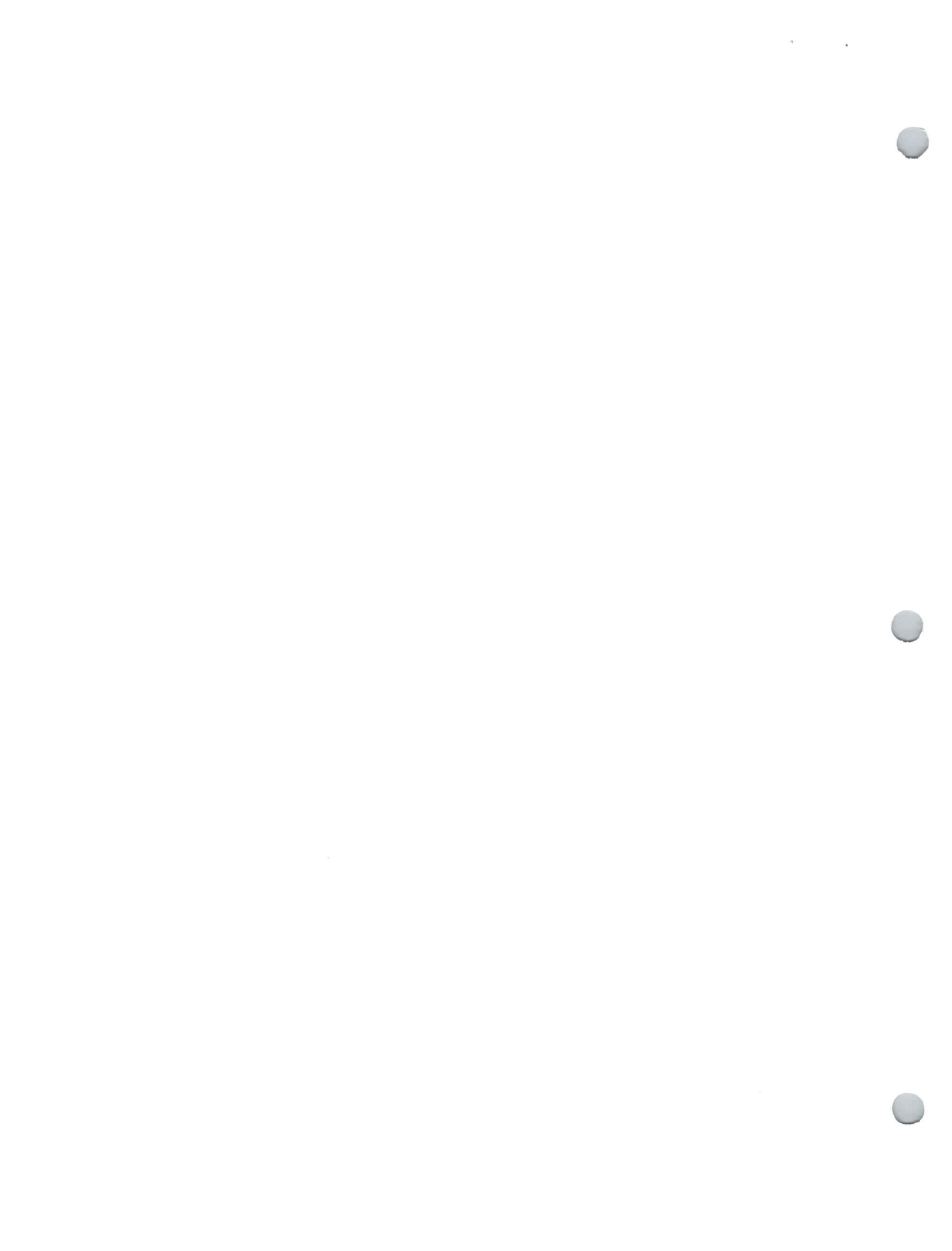
The name and address of the incorporator is MARC P. GOHRES, 10409 Pacific Palisades Ave., Las Vegas, NV 89144-1221.

#### **ARTICLE 9**

A director or officer of the corporation shall not be personally liable to this corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, but this article shall not eliminate or limit the liability of a director or officer for (i) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law or (ii) the payment of distributions in violation of N.R.S. 78.300. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification.

#### **ARTICLE 10**

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the corporation, or is or was serving at the request of the corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such



right of indemnification shall be contract right, which may be enforced in any manner desired by such person.

The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any by-law, agreement, vote of stockholders, provision of law, or otherwise, as well as their rights under this Article.

Without limiting the application of the foregoing, the Board of Directors may adopt by-laws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Nevada, and may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprises against any liability asserted against such person and incurred in any such capacity arising out of such status, whether or not the corporation would have the power to indemnify such person.

The indemnification provided in this Article shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall insure to the benefit of the heirs, executors and administrators of such person.

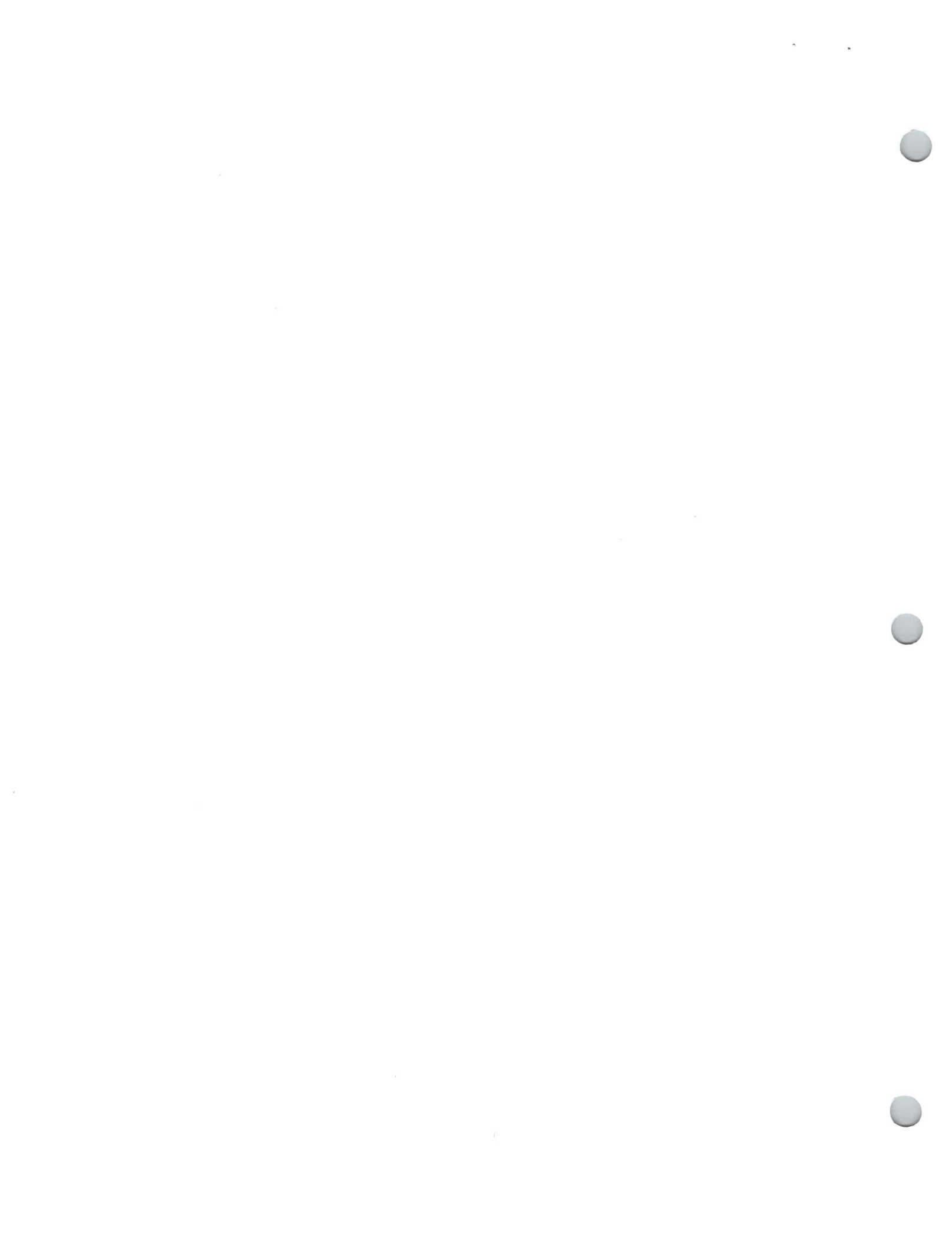
#### **ARTICLE 11**

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or its By-laws, in the manner now or hereafter prescribed by statute or by these Articles of Incorporation or said By-laws, and all rights conferred upon the stockholders are granted subject to this reservation.

#### **ARTICLE 12**

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (1) Subject to the By-Laws, if any, adopted by the stockholders, to make, alter or repeal the By-Laws of the corporation;
- (2) To authorize and cause to be executed mortgages and liens, with or without limit as to amount, upon the real and personal property of the corporation;
- (3) To authorize the guaranty by the corporation of securities, evidences of indebtedness and obligations of other persons, corporations and business entities;
- (4) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve;



and

(5) By resolution adopted by a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation, which, to the extent provided in the resolution or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the By-Laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

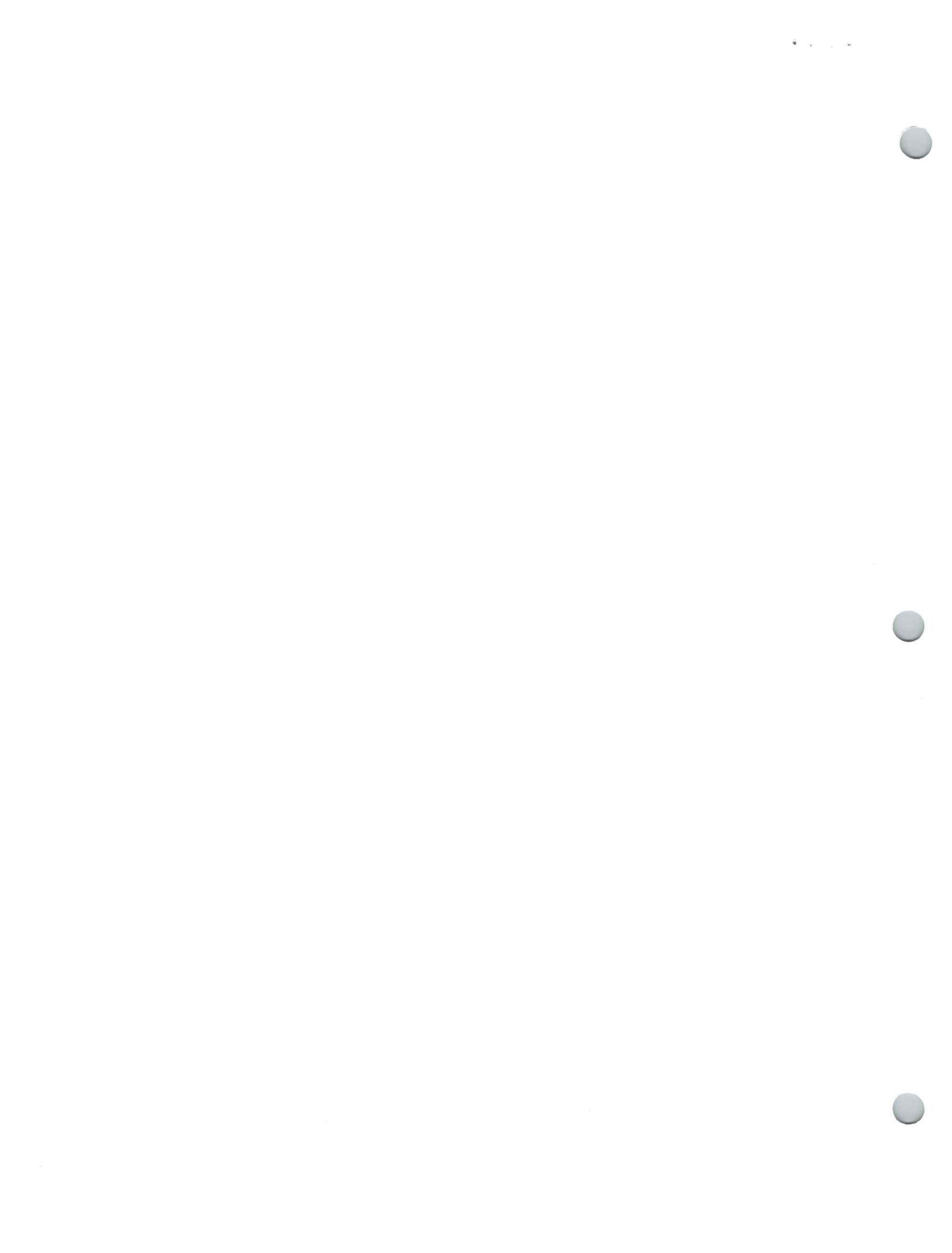
All corporate powers of the corporation shall be exercised by the Board of Directors except as otherwise provided herein or by law.

IN WITNESS WHEREOF, I have hereunto set my hand this 17<sup>th</sup> day of October, 2008, hereby declaring and certifying that the facts stated hereinabove are true.



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Marc Phillip Gohres, Incorporator





STATE OF NEVADA

**ROSS MILLER**  
Secretary of State



**Commercial Recording Division**  
202 N. Carson Street  
Carson City, NV 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138

**SCOTT W. ANDERSON**  
Deputy Secretary  
for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

MARC GOHRES  
10409 PACIFIC PALISADES AVE  
LAS VEGAS, NV 89144-1221

**Job: C20081021-0659**  
October 24, 2008

**Special Handling Instructions:**  
REG MAIL TO FILER  
10-24-08 - GJJ

**Charges**

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Articles of Incorporation	20080690202-39	10/20/2008 8:52:47 AM	1	\$50.00	\$50.00
Total					\$50.00

**Payments**

Type	Description	Amount
Check	Check #76946	\$50.00
Total		\$50.00

**Credit Balance: \$0.00**

**Job Contents:**

File Stamped Copy(s):	1
Corp Charter(s):	1
ILO-ALO Nonprofit(s):	1

MARC GOHRES  
10409 PACIFIC PALISADES AVE  
LAS VEGAS, NV 89144-1221





# SECRETARY OF STATE



## CORPORATE CHARTER

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **RUNNING FOR A REASON**, did on October 20, 2008, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on October 24, 2008.

ROSS MILLER  
Secretary of State

Certified By: GJ Jaillet  
Certificate Number: C20081021-0659





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

**Instructions for  
 Initial List and Registered  
 Agent Form**

**ATTENTION:** You may now file your initial or annual list online at **www.nvsos.gov**

**IMPORTANT:** READ ALL INSTRUCTIONS CAREFULLY BEFORE COMPLETING FORM.

**ATTENTION:** Pursuant to NRS, the Initial List and Registered Agent form *MUST* be in the care, custody and control of the Secretary of State by the close of business on the last day of the first month following the organization date. (Postmark date is not accepted as receipt date in the Office of the Secretary of State.)

**As of November 1, 2003 the filing fee for a initial list is \$125.00. Nonprofit corporation initial lists are \$25.00.**

TYPE or PRINT the following information on the Initial List and Registered Agent Form:

1. The *FILE NUMBER* and *NAME* of the entity *EXACTLY* as it is registered with this office.
2. The *FILING PERIOD* is the month and year of filing TO the month and year 12 months from that date. Example: if the entity date was 1/12/99 the filing period would be 1/1999 to 1/2000.
3. The name and address of the *REGISTERED AGENT* and *OTHER* names and addresses as required on The list should be entered in the boxes provided on the form. Limited-Liability Companies **MUST** Indicate whether *MANAGER* or *MANAGING MEMBER* is being listed.
4. The *SIGNATURE*, including his/her title and date signed **MUST** be included in the areas provided at the bottom of the form.
5. Completed *FORM, FEES and applicable PENALTIES* must be returned to the Secretary of State. Pursuant to NRS 225.085, all Initial and Annual Lists must be in the care, custody and control of the Secretary of State by the close of the business on the due date. Lists received after the due date will be returned unfiled, and will require any associated fees and penalties as a result of being late. Trackable delivery methods such as Express Mail, Federal Express, UPS Overnight may be acceptable if the package was guaranteed to be delivered on or before the due date yet failed to be timely delivered.

**ADDITIONAL FORMS** may be obtained on our website at [www.nvsos.gov](http://www.nvsos.gov) or by calling 775-684-5708.

**FILE STAMPED COPIES:** To receive one file stamped copy, please mark the appropriate check box on the list. Additional copies require \$2.00 per page and appropriate order instructions.

**CERTIFIED COPIES:** To order a certified copy, enclose an additional \$30.00 and appropriate instructions. A copy fee of \$2.00 per page is required for each copy generated when ordering 2 or more certified copies.

**EXPEDITE FEE:** Filing may be expedited for an additional \$75.00 fee.

Filing may be submitted at the office of the Secretary of State or by mail at the following addresses:

**MAIN OFFICE:**

*Regular and Expedited Filings*

Secretary of State  
 Status Division  
 202 North Carson Street  
 Carson City NV 89701-4201  
 Phone: 775-684-5708  
 Fax: 775-684-7123

**SATELLITE OFFICES:**

*Expedited Filings Only*

Secretary of State – Las Vegas  
 Commercial Recordings Division  
 555 East Washington Ave, Suite 4000  
 Las Vegas NV 89101  
 Phone: 702-486-2880  
 Fax: 702-486-2888

Secretary of State - Reno  
 Commercial Recordings Division  
 1755 East Plumb Lane, Suite 231  
 Reno NV 89502  
 Phone: 775-688-1257  
 Fax: 775-688-1858

