

**Articles of Incorporation**  
Near Space Education and Research, Inc.

**FILED EFFECTIVE**  
2014 AUG -7 AM 9:34

SECRETARY OF STATE  
STATE OF IDAHO

We, the undersigned natural persons, of the age of eighteen years or more, acting as Incorporators of a corporation pursuant to the IDAHO NONPROFIT CORPORATION ACT (Idaho Code, Title 30, Chapter 3), do adopt the following Articles of Incorporation:

**ARTICLE 1. NAME**

The name of this corporation is NEAR SPACE EDUCATION AND RESEARCH, INC.

**ARTICLE 2. DURATION**

The period of duration for this corporation shall be perpetual or until such time as the Board of Directors shall adopt a resolution recommending that the corporation be dissolved pursuant to the Idaho Nonprofit Corporation Act.

**ARTICLE 3. PURPOSES**

This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3). The organization will engage in activities permissible under section 501(c)(3) including: conducting research and educating the public on issues related to science, technology, engineering and math education, and advocating on behalf of this issue to the extent that no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, except as is otherwise provided by section 501(h) of the Internal Revenue Code. No part of any activities of the organization will include participating in or intervening in any political campaign on behalf of or in opposition to any candidate for public office.

This corporation is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any member of the Board of Directors or any other individual except that this corporation may make payments of reasonable compensation for services rendered.

The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

Notwithstanding any provision of these Articles of Incorporation, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

**ARTICLE 4. MEMBERS**

This corporation shall have one class of members as provided in the Bylaws and pursuant to the Idaho Nonprofit Corporation Act.

**ARTICLE 5. STOCK**

This corporation shall not have authority to issue capital stock.

IDAHO SECRETARY OF STATE  
08/07/2014 05:00

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## **ARTICLE 6. REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this corporation is 13246 W Bluebell Dr., Boise, ID 83713, and the name of its initial registered agent at such address is Steven R. Allen, residing in the State of Idaho.

## **ARTICLE 7. AMENDMENTS TO ARTICLES OF INCORPORATION**

This corporation reserves the right to amend or repeal, by the affirmative vote of a majority of the members of its Board of Directors, any of the provisions contained in these Articles of Incorporation.

## **ARTICLE 8. FUNDS AND ASSETS**

This corporation shall use its funds only to accomplish the purposes stated in these Articles of Incorporation. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to, and only to, one or more charitable organizations.

## **ARTICLE 9. DIRECTORS**

The manner in which Directors shall be elected or appointed shall be provided in the By-Laws of the corporation. The names and addresses of the persons who are to serve as initial Directors until their successors are elected and qualified are:

### **NAME ADDRESS**

Steven R. Allen 13246 W Bluebell Dr, Boise, ID 83713  
L. Paul Verhage 43 S. Sugar Loop Ln, Nampa, ID 83687  
Sharon Allen 13246 W Bluebell Dr, Boise, ID 83713

## **ARTICLE 10. INCORPORATORS**

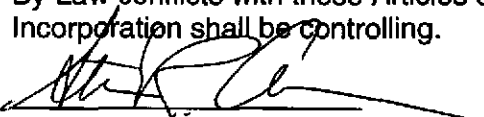
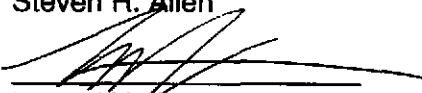
The names and addresses of the incorporators are:


### **NAME ADDRESS**

Steven R. Allen 13246 W Bluebell Dr, Boise, ID 83713  
L. Paul Verhage 43 S. Sugar Loop Ln, Nampa, ID 83687  
Sharon Allen 13246 W Bluebell Dr, Boise, ID 83713

## **ARTICLE 11. BY-LAWS**

The Board of Directors shall have the power to adopt, amend or repeal the By-Laws of this corporation. The By-Laws shall govern the operation of this corporation unless any By-Law conflicts with these Articles of Incorporation, in which case the Articles of Incorporation shall be controlling.

  
Steven R. Allen  
L. Paul Verhage

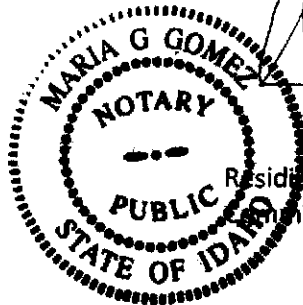
  
Sharon Allen


**ACKNOWLEDGMENT**

STATE OF IDAHO           )  
                                      : ss.  
County of ADA )

On the 4 day of August, 2014, before me, the undersigned Notary Public, personally appeared Lloyd Paul Verhage, At Steven Roger Allen Sharon D Allen, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that s/he executed the same.

IN WITNESS WHEREOF, I have set my hand and seal the day and year as above written.



  
Notary Public for Idaho  
Residing at Nampa Id  
Commission Expires: July 29 2015