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

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: <input type="text" value="Reno Air Racing Foundation"/> Entity or Nevada Business Identification Number (NVID): <input type="text" value="NV20021403551"/>
<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 checked="" 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: <input type="text"/> The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input checked="" 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 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 checked="" 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: <input type="text"/> Vote of Members: <input type="text"/> <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: <input type="text"/> Jurisdiction of formation: <input type="text"/> Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) <input type="text"/> * 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.

This form must be accompanied by appropriate fees.



**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

ARTICLE I  
*Name*

The name of the nonprofit corporation shall be **PATHWAYS TO AVIATION** (the "Corporation").

ARTICLE II  
*Registered Agent*

The registered agent of the Corporation is:

Law Offices of Lyn E. Beggs, PLLC  
316 California Ave. #3  
Reno, NV 89509

upon which all notices and processes may be served as provided by applicable laws and rules of court. This appointment may be revoked at any time by the filing of the appointment of another agent as provided by law.

ARTICLE III  
*Board of Trustees*

The affairs of the Corporation shall be managed by a Board of Trustees. The Board of Trustees shall consist of at least seven (7) trustees, provided that the maximum number of trustees shall be fixed within the Bylaws of the Corporation. The Bylaws may also provide the qualification of trustees and any limitation on their service.

The current Trustees are:

Eric Henry	PO Box 21433, Reno NV 89515
Hart Fessenden	PO Box 21433, Reno NV 89515
Josh Flatley	PO Box 21433, Reno NV 89515
Thomas Hall	PO Box 21433, Reno NV 89515
Robert Larkin	PO Box 21433, Reno NV 89515
Greg Meisinger	PO Box 21433, Reno NV 89515
Marily Mora	PO Box 21433, Reno NV 89515
Leah Ochs	PO Box 21433, Reno NV 89515
Paul McFarlane	PO Box 21433, Reno NV 89515
Joseph Rajacic	PO Box 21433, Reno NV 89515

The officers of the Corporation shall be elected from the Board of Trustees of the Corporation for such offices and terms as may be provided in the Bylaws for their respective offices and until their successors are duly elected and qualified.

ARTICLE IV

*Purpose*

The purpose of this Corporation is to: inform, inspire, and engage aviation's current and future labor force. Pathways to Aviation introduces youth to aviation, provides career readiness guidance to young men and women, provides resources for individuals seeking information, connection, and support; and, all things necessary or suitable in the accomplishment of the purposes set forth in these Second Amended and Restated Articles of Incorporation, or which may be recognized as proper or lawful objectives, all of which shall be consistent with the public interest purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V

*Incorporator*

The name and address of the original incorporator of the Corporation is:

John P. Sande III  
100 West. Liberty Street, Twelfth Floor  
P.O. Box 281  
Reno, NV 89511

ARTICLE VI

*Acceptance of Registered Agent*

Law Offices of Lyn E. Beggs, PLLC, having been designated to act as Registered Agent of Pathways to Aviation, a Nevada nonprofit corporation, does consent to act in that capacity until removal or resignation is submitted in accordance with the Nevada Revised Statutes.

ARTICLE VII

*Membership*

The Corporation will not have members.

ARTICLE VIII

*Status; Dissolution; Powers*

The Corporation shall have all powers granted to nonprofit corporations under Chapter 82 of the Nevada Revised Statutes necessary to accomplish the purposes enumerated in this Article VIII. The Corporation shall be organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or any successor provision(s) thereto and the accompanying Treasury regulations.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal tax code) or (b) by an organization to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal tax code).

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any trustee, officer of the Corporation, or any private individual, firm or corporation (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 IV). No trustee, trustee or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Upon dissolution of the Corporation, its 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 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, in the Court's determination, and exclusively for such purposes or to such organization(s) which are organized and operated exclusively for such purposes.

ARTICLE IX  
*Duration*

The duration of the Corporation shall be perpetual.

ARTICLE X  
*Amendment*

The Articles of Incorporation may be amended and/or restated by an affirmative vote of the majority of the full Board of Trustees at a regular or special meeting called for that purpose, after written notice setting forth the proposed amendment or a summary of the changes to be effected to each trustee at least ten (10) days prior to such meeting, provided, however, that Article VIII may be amended only to the extent that future changes in the applicable provisions of the Internal Revenue Code and regulations promulgated thereunder make such changes necessary or desirable in order for this Corporation to preserve its status as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and regulations promulgated thereunder, as they now exist or as they may be amended in the future.

ARTICLE XI  
*Indemnity*

The Corporation shall indemnify every trustee, former trustee, officer, or person who may have served as a trustee or officer at its request and his or her heirs, executors and administrators, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other entity, in all circumstances in which, and to the full extent permitted by NRS § 82.241, or any successor provision(s) thereto, against expenses actually and reasonably incurred by him or her, including, without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, in connection with the defense of any action, suit or proceeding, civil or criminal, to which he or she may be made a party or is threatened to be made a party by reason of his or her being or having been such trustee or officer of the Corporation. Any indemnification hereunder shall be made by a Corporation only as authorized by the Board of Trustees pursuant to NRS § 82.241, as it may hereafter be amended or renumbered, or the analogous provision of any future Nevada non-profit corporation code.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a trustee or officer of the Corporation, or was serving at the request of the Corporation as a trustee or officer, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such whether or not the Corporation would have had the power to indemnify him against such liability under this Article.

The indemnification permitted by this Article XI shall not be exclusive of any right to which any

trustee or officer of the Corporation may otherwise be entitled by law, including mandatory indemnification under NRS 82.241.

The private property of the incorporators, trustees, officers and members of the Corporation shall be forever exempt from the debts, obligations or liabilities of the Corporation.

In WITNESS WHEREOF, the Second Amended and Restated Article of Incorporation have been executed this 26 of January, 2021.

  
Eric Henry, Chair



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

## Registered Agent Acceptance/Statement of Change

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

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

<b>1. Entity information:</b>	Name of represented entity: <input style="width: 90%;" type="text" value="Pathways to Aviation"/> Entity or Nevada Business Identification Number (NVID): <input style="width: 150px;" type="text" value="NV20021403551"/> (for entities currently on file)																					
<b>2. Registered Agent Acceptance:</b>	<input checked="" type="checkbox"/> Registered Agent Acceptance																					
<b>3. Information Being Changed:</b>	Statement of Change takes the following effect: (select only one) <input type="checkbox"/> Appoints New Agent (complete section 5) <input type="checkbox"/> Update Represented Entity Acting as Registered Agent (complete sections 5) <input type="checkbox"/> Update Registered Agent Name (complete sections 4 & 5) <input checked="" type="checkbox"/> Update Registered Agent Address (complete sections 4 & 5)																					
<b>4. Registered Agent Information Before the Change: (Non-commercial registered agents ONLY)</b>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="3"><input style="width: 95%;" type="text" value="Lyn E. Beggs"/></td> </tr> <tr> <td colspan="3"><small>Name of Registered Agent OR Title of Office or Position with Entity</small></td> </tr> <tr> <td><input style="width: 50%;" type="text" value="333 Flint Street"/></td> <td><input style="width: 150px;" type="text" value="Reno"/></td> <td><input style="width: 100px;" type="text" value="Nevada 89501"/></td> </tr> <tr> <td><small>Street Address</small></td> <td><small>City</small></td> <td><small>Zip Code</small></td> </tr> <tr> <td><input style="width: 50%;" type="text" value="328 California Ave. #863"/></td> <td><input style="width: 150px;" type="text" value="Reno"/></td> <td><input style="width: 100px;" type="text" value="Nevada 89509"/></td> </tr> <tr> <td><small>Mailing Address (if different from street address)</small></td> <td><small>City</small></td> <td><small>Zip Code</small></td> </tr> </table>	<input style="width: 95%;" type="text" value="Lyn E. Beggs"/>			<small>Name of Registered Agent OR Title of Office or Position with Entity</small>			<input style="width: 50%;" type="text" value="333 Flint Street"/>	<input style="width: 150px;" type="text" value="Reno"/>	<input style="width: 100px;" type="text" value="Nevada 89501"/>	<small>Street Address</small>	<small>City</small>	<small>Zip Code</small>	<input style="width: 50%;" type="text" value="328 California Ave. #863"/>	<input style="width: 150px;" type="text" value="Reno"/>	<input style="width: 100px;" type="text" value="Nevada 89509"/>	<small>Mailing Address (if different from street address)</small>	<small>City</small>	<small>Zip Code</small>			
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<b>5. Newly Appointed Registered Agent or Registered Agent Information After the Change:</b>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td><input type="checkbox"/> Commercial Registered Agent: (name only below)</td> <td><input checked="" type="checkbox"/> Noncommercial Registered Agent (name and address below)</td> <td><input type="checkbox"/> Office or Position with Entity (title or position and address below)</td> </tr> <tr> <td colspan="3"><input style="width: 95%;" type="text" value="Law Offices of Lyn E Beggs, PLLC"/></td> </tr> <tr> <td colspan="3"><small>Name of Registered Agent OR Title of Office or Position within Entity</small></td> </tr> <tr> <td><input style="width: 50%;" type="text" value="316 California Ave. #3"/></td> <td><input style="width: 150px;" type="text" value="Reno"/></td> <td><input style="width: 100px;" type="text" value="Nevada 89509"/></td> </tr> <tr> <td><small>Street Address</small></td> <td><small>City</small></td> <td><small>Zip Code</small></td> </tr> <tr> <td><input style="width: 50%;" type="text" value="328 California Ave. #863"/></td> <td><input style="width: 150px;" type="text" value="Reno"/></td> <td><input style="width: 100px;" type="text" value="Nevada 89509"/></td> </tr> <tr> <td><small>Mailing Address (if different from street address)</small></td> <td><small>City</small></td> <td><small>Zip Code</small></td> </tr> </table>	<input type="checkbox"/> Commercial Registered Agent: (name only below)	<input checked="" type="checkbox"/> Noncommercial Registered Agent (name and address below)	<input type="checkbox"/> Office or Position with Entity (title or position and address below)	<input style="width: 95%;" type="text" value="Law Offices of Lyn E Beggs, PLLC"/>			<small>Name of Registered Agent OR Title of Office or Position within Entity</small>			<input style="width: 50%;" type="text" value="316 California Ave. #3"/>	<input style="width: 150px;" type="text" value="Reno"/>	<input style="width: 100px;" type="text" value="Nevada 89509"/>	<small>Street Address</small>	<small>City</small>	<small>Zip Code</small>	<input style="width: 50%;" type="text" value="328 California Ave. #863"/>	<input style="width: 150px;" type="text" value="Reno"/>	<input style="width: 100px;" type="text" value="Nevada 89509"/>	<small>Mailing Address (if different from street address)</small>	<small>City</small>	<small>Zip Code</small>
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<b>6. Electronic Notification: (Optional)</b>	Email address for electronic notifications for "Non-Commercial" or "Office or Positions with Entity" registered agents only: <input style="width: 90%;" type="text" value="lyn@lbeggslaw.com"/>																					
<b>7. Certificate of Acceptance of Appointment of Registered Agent: (Required)</b>	<p style="text-align: center;"><i>I hereby accept appointment as Registered Agent for the above named Entity.</i></p> <p>X  _____ <input style="width: 100px;" type="text" value="01/29/21"/>                  Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date</p>																					
<b>8. Signature of Represented Entity: (Required)</b>	<p>X  _____ <input style="width: 100px;" type="text" value="01/26/2021"/>                  Authorized Signature On Behalf of the Entity Date</p>																					

**FEE: \$60.00**

This form must be accompanied by appropriate fees.