



NATIONAL RENDEZVOUS AND LIVING HISTORY FOUNDATION

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ARTICLES OF INCORPORATION **NATIONAL RENDEZVOUS AND LIVING HISTORY FOUNDATION, INC.**

The undersigned incorporator, desiring to form a corporation (hereinafter referred to the " Corporation ") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (hereinafter referred to as the "Act"), execute the following Articles of Incorporation.

ARTICLE I Name and Classification

Section 1.

The name of the Corporation is the National Rendezvous and Living History Foundation, Inc.

Section 2.

The Corporation is a public benefit corporation.

ARTICLE II Purpose and Powers

Section 1. Purposes.

The purposes for which the Corporation is formed are:

- (a) To promote education about early American history through living history re-enactments, rendezvous and related events.
- (b) To promote education and safety with early American firearms through match competition and instruction.
- (c) To promote education and safety on frontier skills through competitive events such as throwing knives and tomahawks, starting fire with flint and steel and other such events.
- (d) To promote and preserve the Second Amendment to the Constitution of the United States as an individual right.
- (e) To promote and preserve our nation's rich historical heritage. Early American crafts and skills such as gun making, weaving, bead work etc. through educational programs, exhibits, museums, reenactments, rendezvous and other related events.
- (f) To transact any and all lawful business, for which corporations may be incorporated under the Act, provided such business is not inconsistent with the Corporation being organized and operated exclusively for educational and charitable purposes.

Section 2. Non-Profit Purposes.

(a) The Corporation is organized and operated exclusively for educational and charitable purposes and its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, or officer or other private person, 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 purpose set forth in this Article II.

(b) No substantial part of the activities of the Corporation shall involve the disseminating 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 any candidate for public office.

(c) Notwithstanding any other provision of these articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

i. By a corporation exempt from the Federal income tax under section 501(c)3 of the Internal Revenue Code of 1986 (hereinafter, the "Code"), or corresponding provision of any subsequent federal tax laws, or

ii. By a corporation, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), or Section 255(a)(2) of the code, or corresponding provision of any subsequent federal tax laws.

Section 3. Powers.

Subject to any limitation or restrictions imposed by the Act, any other law, or any other provisions of these Articles of Incorporation, the Corporation shall have the power:

(a) To do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinafter set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation and to do all of the things incidental thereto or connected therewith which are not forbidden by law; and

(b) To have, exercise and enjoy in furtherance of the purposes hereinafter set forth all the general rights, privileges and powers granted to corporations by the Act, as now existing or hereafter amended, and by the common law.

Section 4. Limitations on Powers.

(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 or corresponding provisions of any subsequent federal tax law.

(b) The corporation shall not engage in any act of self dealing that would subject any person to the taxes imposed on acts of self dealing by section 4942 of the Code, or corresponding provision of any subsequent federal tax law.

(c) The corporation shall not retain any excess business holdings that would subject it to the tax under section 4943 of the code, or corresponding provisions of any subsequent federal tax law.

(d) The corporation shall not make any investments in such a manner as to subject it to the tax under section 4944 of the code, or corresponding provisions of any subsequent federal tax law.

(e) The corporation shall not make any expenditure that would subject it to the taxes on taxable expenditures imposed by section 4945 of the code, or corresponding provisions of any subsequent federal tax law.

(f) The corporation shall not sanction an event to be held on dates that conflict with the National Muzzle loading Championship events except in the cases approved by the national muzzle loading rifle association Inc. (hereinafter NMLRA) board of directors.

Section 5. Dissolution.

(a) Acton to dissolve this corporation shall require a three-fourths majority vote of the board of directors and ratification by the NMLRA board of directors.

(b) Upon dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the code, or corresponding provisions of any subsequent federal tax law, as the board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Judge of the Circuit Court of Ripley County, Indiana, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III Term of Existence

The Corporation shall have perpetual existence

ARTICLE IV Articles of Incorporation

Resident Agent and Office and Principle Office

Section 1. Resident Agent and Office

The resident agent for the Corporation is James Tucker and the street address of the corporations registered office is in care of Tucker & Tucker, Public Square, Paoli, Indiana, 47454

Section 2. Principal Office.

The post office address of the principal office of the corporation is PO Box 67, Maxine Moss Drive, Friendship, Indiana 47021

ARTICLE V
Membership

Section 1. Members.

The members of the corporation shall be those members of the NMLRA who register for and attend an official corporation sanctioned event and agree to support the purposes by-laws and rules and regulations of the corporation.

Section 2. Voting Rights of members.

Each member in good standing shall be entitled to one (1) vote. Exercisable in person on each matter submitted to the membership for a vote at each corporation sanctioned rendezvous.

ARTICLE VI
Council of Delegates

Section 1. Composition.

There shall be a council of delegates whose structure and function shall be specified in the corporation By-Laws.

Section 2. Meetings.

There shall be an annual meeting of the delegates held at such place within or without the State of Indiana and at such a time as shall be specified at the previous annual meeting.

Section 3. Quorum. A quorum for the transaction of business at any regular or annual meeting of the Council of Delegates shall be six (6) delegates present and voting.

ARTICLE VII
Directors

Section 1. Board of Directors.

The business, property and affairs of the corporation shall be managed by a Board of Directors. The actual number of Directors shall be prescribed from time to time in accordance with the by-laws of the corporation, provided that the number of directors shall not be less than eight (8).

Section 2. Composition.

Six (6) members of the board of directors shall be elected by and from the council of delegates, however no more than two directors may be elected from the delegates from any one rendezvous. Two (2) members of the board of directors shall be members of the board of directors of the NMLRA selected by that organization.

Section 3. Term.

The term of office shall be two (2) years. The term of office begins at the regular meeting following the election of the director and will continue until his or her successor has been duly elected and qualified. The initial board of directors shall be staggered so that approximately one half of the board of directors will be elected each year.

Section 4. Removal.

Any director, elected by the council of delegates may be removed with or without cause, by three-fourths vote of the council of delegates. Any director selected by the NMLRA may be removed with or without cause by that organization.

ARTICLE VIII Indemnification

Section 1. Rights to indemnification and Advancement of Expenses.

The corporation shall indemnify as a matter of right every person made a party to a proceeding because such person is or was:

- (a) A member of the Board or Directors of the Corporation.
- (b) An officer of the corporation, or
- (c) while a director or officer of the corporation, serving at the corporations request as a director officer partner trustee employee or agent of another foreign or domestic corporation partnership joint venture trust employee benefit plan or other enterprise whether for profit or not (each an "Indemnitee") against all liability incurred by such person in connection with the proceeding: provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the act. The corporation shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition therein in accordance with the procedures and subject to the conditions specified in the Act. The corporation shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise. In the defense of any such proceeding against reasonable expenses incurred by the person in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

Upon demand by a person for indemnification or advancement of expenses, as the case may be, the corporation shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the Act.

The indemnification provided under this article shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

Section 2. Other Rights Not Affected.

It is the intent of this Article to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of the article. Nothing contained in the Article shall limit or preclude the exercise of or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any person who is or was a director,

officer, employee, or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual.

Notwithstanding any other provision of this Article, there shall be no indemnification with respect to matters as to which indemnification would result in inurnment of net earnings of the Corporation “to the benefit of any private shareholder or individual”, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or similar provisions of any subsequent Federal tax laws. The provisions of and the rights and obligations created by the Article shall not give rise or be deemed to give rise to “compensation for personal services” as described in IC 34-4-11.5-1 ET esq. as amended.

Section 3. Definitions.

- (a) A person is considered to be serving an employee benefit plan at the Corporations request if the person’s duties to the Corporation also impose duties on or otherwise involve services by the person to the plan or the participants in or beneficiaries of the plan.
- (b) The estate or personal representative of a person entitled to indemnification or advancement of expense shall be entitled hereunder to indemnification and advancement of expense to the same extent as the person.
- (c) The term “expenses” includes all direct and indirect costs (including, without limitation, counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplication costs, printing and binding costs, telephone charges, postage, delivery service fees and all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement, or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.
- (d) The term “liability” means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax accessed with respect to an employee benefit plan) or reasonable expenses with respect to a proceeding.
- (e) The term “party” includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.
- (f) The term “proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigate and whether formal or informal.

ARTICLE IX Amendments

These Articles of Incorporation may be amended at any annual meeting of the Council of Delegates, provided that intent to amend theses Articles of Incorporation is provided in writing at least 60 days prior to such meeting. Any amendments to these Articles of Incorporation must also be ratified by the Board of Directors of the NMLRA in a timely manner.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation and verifies subject to penalties of perjury that the facts contained herein are true.

Signature

Signature - printed