NE Sec of State - Robert B. Evnen Filing Document #: 9001044150 Pages: 3 Corporation Name: A STAGE REBORN Filing Date and Time: 05/14/2024 04:31 PM

APPLICATION FOR CERTIFICATE Corporation Name: A STAGE REBORN Filing Date and Time: 05/14/2024 04:31 PM OF AUTHORITY TO TRANSACT BUSINESS Corporation Name: A STAGE REBORN Filing Date and Time: 05/14/2024 04:31 PM

(Non-Profit Corporations)

Robert B. Evnen, Secretary of State P.O. Box 94608 Lincoln, NE 68509 www.sos.nebraska.gov

Attach a certificate of good standing duly authenticated by the official having custody of the corporate records in the state or country under whose law the corporation is incorporated. Such certificate shall not be more than 60 days old. A certified copy of the articles of incorporation should not be submitted and is not acceptable in lieu of such certificate.

Name of Corporation				
Fictitious Name of Corporation* (to be used only if actual corporate name is unavail * Include a resolution from the Board of Directors				
Incorporated under the laws of				
Date Incorporation, Yea	 ar	Period of Duration		
Corporate Type (check one)Public Ben	nefit_	Mutual Benefit	Relig	ious
Does the Corporation Have Members?		<u> </u>		
Address of Principal OfficeStreet Address	ess	City	State	Zip
Registered Agent				
Registered Office Street Address and Post Office Box	(if an	y) City	NE Zip	
Effective date if other than the date filed				
Signature		Printed Na	ame/Title	

NOTE: Every filing must be signed by the chairperson of the board of directors, the president, or one of the officers of the corporation. If the corporation has not yet been formed or directors have not yet been selected, the filing shall be signed by an incorporator. If the corporation is in the hands of a receiver, trustee, or other court appointed fiduciary, the filing shall be signed by that fiduciary.

NOTE: To complete this filing you must provide a list of officers and directors names and street addresses.

FILING FEE: \$30.00 (In-Office) / \$25.00 (Online)

Revised 07/01/2021 Neb. Rev. Stat. 21-19,148

OFFICERS:			DIRECTORS:			
Name/Title			Name			
Street Address			Street Address			
City	State	Zip	City	State	Zip	
Name/Title			Name			
Street Address			Street Address			
City	State	Zip	City	State	Zip	
Name/Title			Name			
Street Address			Street Address			
City	State	Zip	City	State	Zip	
Name/Title			Name			
Street Address			Street Address			
City	State	Zip	City	State	Zip	
Name/Title			Name			
Street Address			Street Address			
City	State	Zip	City	State	Zip	
Name/Title			Name			
Street Address			Street Address			
City	State	Zip	City	State	Zip	
Name/Title			Name			
Street Address			Street Address			
City	State	Zip	City	State	Zip	

Please Copy this page and submit additional pages if needed.



Secretary of State

I, STEVE R. HOBBS, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF EXISTENCE

OF

A STAGE REBORN PUBLIC BENEFIT

I CERTIFY that the records on file in this office show that the above named entity was formed under the laws of the State of Washington and that its public organic record was filed in Washington and became effective on 06/23/2017.

I FURTHER CERTIFY that the entity's duration is Perpetual, and that as of the date of this certificate, the records of the Secretary of State do not reflect that this entity has been dissolved.

I FURTHER CERTIFY that all fees, interest, and penalties owed and collected through the Secretary of State have been paid.

I FURTHER CERTIFY that the most recent annual report has been delivered to the Secretary of State for filing and that proceedings for administrative dissolution are not pending.

> Issued Date: 05/10/2024 UBI Number: 604 137 570

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Steve R. Hobbs, Secretary of State

Date Issued: 05/10/2024

Page 1 of 1



Washington Nonprofit Corporation See attached detailed instructions

OU	e allachea actanea mstractions
	Standard Filing Fee \$20.00
	Filing Fee with Expedited Service \$70.00
	ARTICLES O
	Chanter

This Box For					

UBI Number: 604-137-570

F AMENDMENT

Office Use Only

	Chapter 24.03 RCW					
SECTION 1 NAME OF CORPORATION: (as currently recorded with the Office of the Secretary of State) A STAGE REBORN						
ARTIC	SECTION 2 ARTICLES OF AMENDMENT WERE ADOPTED BY: (please check and complete one of the following)					
	A quorum was present at th	ed by a meeting of members held e meeting and the amendment re represented by proxy were entitle	eceived at least two	o-thirds of the votes		
	The amendment was adopt	ed by a consent in writing and si	gned by all member	rs entitled to vote.		
	There are no members that have voting rights. The amendment received a majority vote of the directors at a board meeting held: (Date) $\frac{7/2/2017}{}$					
SECTION 3 AMENDMENTS TO ARTICLES ON FILE: (if necessary, attach additional information) SEE ATTACHED FILE: AMENDED ARTICLES OF INCORPORATION						
SECTION 4 EFFECTIVE DATE OF ARTICLES OF AMENDMENT: (please check one of the following)						
\checkmark	Upon filing by the Secretary of State					
	Specific Date: (Specified effective date must be within 30 days AFTER the Articles of Amendment have been filed by the Office of the Secretary of State)					
SECTION 5						
SIGNATURE: (see instructions page) This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.						
x St	even M. Pederzani	Steven Pederzani	10/27/2017	206-947-8384		
	Signature <i>O</i>	Printed Name and Title	Date	Phone		

<u>INSTRUCTIONS – NONPROFIT ARTICLES OF AMENDMENT</u>

Please complete all sections of the Articles of Incorporation. . **USE DARK INK ONLY.** For an electronic, fillable version of this form, please visit our website at www.sos.wa.gov/corps

UBI Number: Please enter your existing Unified Business Identifier (UBI Number) as currently recorded with the Office of the Secretary of State, in the box in the upper right hand corner of page 1.

Section 1

Indicate the corporation's name as it currently is recorded with the Office of the Secretary of State.

Section 2

Using one of the three choices offered in this section, indicate how the amendment was adopted. If selecting either the first or third choice you must provide the date of adoption in the space provided.

Section 3

Indicate the text of your amendment here: If necessary, include an attachment with more detail. **Do not use** this form to update officers, directors, or the principal place of business. Please contact our office for the appropriate form 360-725-0377.

Section 4

Choose either upon filing by the secretary of state or you may indicate an effective date. The effective date can be up to 30 days AFTER filing of the Articles of Amendment by the Office of the Secretary of State.

Section 5

The signer <u>must</u> be an officer (President, Vice President, Secretary or Treasurer) or an official with authorized capacity on behalf of the corporation.

Additional Information:

FEES: The filing fee for Articles of Amendment is \$20.00. If expedited service is requested, include an additional \$50.00 and write "EXPEDITE" on the outside of the envelope. Make the checks or money orders payable to "Secretary of State". (*ALL fees are non-refundable*)

Important Note: If your nonprofit organization is currently fundraising, or plans to fundraise from the public, it may also be required to register with the Charities Program of the Secretary of State. Registration with the Charities Program is separate from and in addition to filings required under corporate law. Please visit the Charities Program website at www.sos.wa.gov/charities/ to review the registration requirements and forms for Charitable Organizations.

Mail completed forms and payment to:

Secretary of State Corporation Division 801 Capitol Way S PO Box 40234 Olympia WA 98504-0234

If you have questions, need assistance, or would like to provide feedback please visit the Corporations Division website at www.sos.wa.gov/corps or call 360-725-0377.

AMENDED ARTICLES OF INCORPORATION OF

A Stage Reborn

I, the undersigned, acting as the incorporator of a corporation under the provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 of the Revised Code of Washington,) hereby sign and verify the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of the corporation shall be "A Stage Reborn" (hereinafter referred to as the "Corporation.")

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation shall be:

A Stage Reborn 115 N 85th Street, Suite 202 Seattle, WA 98103

The name of the initial registered agent of the Corporation at such address shall be:

Works Progress, Inc. 115 N 85th Street, Suite 202 Seattle, WA 98103

ARTICLE IV - PURPOSE AND POWERS

<u>Section 1: Purposes</u>. The Corporation is organized exclusively for charitable, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to the following:

- a. to deliver programs which promote the visual and performing arts, including but not limited to, theatre, writing, dance, and creative design, within gaming communities and creative communities using video games as a vehicle to bring visual and performing arts experiences to others.
- to provide literary and artistic education for adolescents and adults relevant to common curricula and promote individual original creative work including but not limited to the creation and performance of original dramatic works from the community;
- c. to introduce and educate community members to production skills and talents through parallels using video games, virtual environments and video game communities as an outlet of creative expression for the visual and performing arts;

- d. to present public discussion groups, forums, panels, lectures, and other similar programs to teach and advocate for the visual and performing arts;
- e. to aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, literary and educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities which is carrying on propaganda, or otherwise attempting to influence legislation;
- f. to do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

<u>Section 2: Powers</u>. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

ARTICLE V - LIMITATIONS

All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, literary, and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or any successor provision, and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or any successor provision.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or any successor provision. 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 provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable, to its members (if any), directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations, as determined by the Board of Directors, that is recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used exclusively to accomplish the purposes for which this Corporation is organized.

ARTICLE VI - BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation shall be five (5) directors. The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
STEVEN PEDERZANI	A STAGE REBORN, 115 N 85 TH STREET, SUITE 202, SEATTLE, WA 98103
KIRA MERRILL	A STAGE REBORN, 115 N 85 TH STREET, SUITE 202, SEATTLE, WA 98103
TRISTAN BURCHAM	A STAGE REBORN, 115 N 85 TH STREET, SUITE 202, SEATTLE, WA 98103
GARRETT MELTON	A STAGE REBORN, 115 N 85 TH STREET, SUITE 202, SEATTLE, WA 98103
ALISA YEOMAN	A STAGE REBORN, 115 N 85 TH STREET, SUITE 202, SEATTLE, WA 98103

The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

ARTICLE VII - LIMITED LIABILITY OF DIRECTORS

A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by a director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these articles of incorporation, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

Section 1: Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such

director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2: Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its board of directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its board of directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

<u>Section 3: Non-Exclusivity of Rights</u>. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

Section 4: Insurance, Contracts and Funding. The Corporation may maintain insurance at its expense to protect itself and any director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The Corporation may, without further membership action, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 5: Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

ARTICLE IX - BYLAWS

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles. The authority to make, alter, amend or repeal bylaws is vested in the board of directors and may be exercised at any regular or special meeting of the board of directors.

ARTICLE X - INCORPORATOR

The name and address of the incorporator of the Corporation are as follows:

Name	Address

STEVEN PEDERZANI A STAGE REBORN, 115 N 85^{TH} STREET, SUITE 202, SEATTLE, WA 98103 KIRA MERRILL A STAGE REBORN, 115 N 85^{TH} STREET, SUITE 202, SEATTLE, WA 98103 TRISTAN BURCHAM A STAGE REBORN, 115 N 85^{TH} STREET, SUITE 202, SEATTLE, WA 98103 GARRETT MELTON A STAGE REBORN, 115 N 85^{TH} STREET, SUITE 202, SEATTLE, WA 98103 ALISA YEOMAN A STAGE REBORN, 115 N 85^{TH} STREET, SUITE 202, SEATTLE, WA 98103

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 2nd day of July, 2017.

Steven Pederzani

Kira Merrill

Tristan Burcham

Garrett Melton

FILED
JUNE 23, 2017
SECRETARY OF STATE
STATE OF WASHINGTON

State of Washington

Secretary of State

CORPORATIONS DIVISION James M. Dolliver Building 801 Capitol Way South PO Box 40234 Olympia WA 98504-0234 360.725.0377

NonProfit Corporation

Office Information

Application ID 4259787
Tracking ID 3530149
Validation ID 3487531-001
Date Submitted for Filing: 6/23/2017

Contact Information

Contact Name Steven Pederzani

Contact Address 15438 38th Ln S #108

Tukwila WA 98188

Contact Email admin@AStageReborn.com

Contact Phone 206-947-8384

Articles of Incorporation

Preferred Name A STAGE REBORN
Alternate Name 1 ASTAGEREBORN

Alternate Name 2 MMO Motion

Purpose The Corporation is organized exclusively for charitable, literary and

educational purposes within the meaning of Section 501(c)(3) of the

Internal Revenue Code of 1986, as amended.

Duration Perpetual

Incorporation Date Effective Upon Filing by the Secretary of State

Expiration Date 6/30/2018

Distribution of Assets Upon the winding up and dissolution of the Corporation, the assets of the

Corporation remaining after payment of, or provision for payment of, all

debts and liabilities of the Corporation, shall be distributed to an

organization or organizations, as determined by the Board of Directors, that

is recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used exclusively to accomplish the purposes for

which this Corporation is organized.

Registered Agent Information

Agent is Entity

Agent Name Works Progress

Agent Street Address 115 N 85th Street, Suite 202

Seattle WA 98103

Agent Mailing Address Same as Street Address

Agent Email Address

Submitter/Agent Relationship

Submitter has signed consent of specified agent

Initial Directors Information

Director #1

Director Name Steven Pederzani

Title Director

Director Address 115 N 85th Street, Suite 202

Seattle WA 98103

Director #2

Director NameKira Merrill **Title**Director

Director Address 115 N 85th Street, Suite 202

Seattle WA 98103

Director #3

Director Name Alisa Yeoman

Title Director

Director Address 115 N 85th Street, Suite 202

Seattle WA 98103

Director #4

Director Name Tristan Burcham

Title Director

Director Address 115 N 85th Street, Suite 202

Seattle WA 98103

Director #5

Director Name Garrett Melton

Title Director

Director Address 115 N 85th Street, Suite 202

Seattle WA 98103

Incorporators Information

Incorporator #1

Incorporator Name Steven Pederzani

Incorporator Address 115 N 85th Street, Suite 202

Seattle WA 98103

Signature Information

Signed By

Steven Pederzani