

Articles of Incorporation
For
LUCID Technologies of Washington State

Article I General Provisions

Definitions

1. All people employed by Lucid Technologies of Washington State Non-Profit are members of this Articles of Incorporation and hereby referred to as "General Members."
2. All General Members tasked with Management of other Members are hereby referred to as "Managing Members."
3. All Managing Members tasked with Managing the Management are hereby referred to as "Officers."
4. All General Members tasked with Special Projects and not the Management of Managers are hereby referred to as "Directors of 'Project/Station Name/Directive'."
5. All General Members tasked with the daily operations of the Non-Profit are hereby referred to as "Executive Members."
6. LUCID stands for Level Up Computer Interactive Design and signifies the concept of integrated technology into everyday modern design.
7. The Non-Profit is a startup for a larger concept franchise business model targeting the Closed Systems Human Habitation development market and the future of human habitation in any biosphere.

Name

Lucid Technologies of Washington State

Effect and Non Waivable Provisions

1. All General Members are bound by the Executive Directives and Mission of the Non-Profit.
2. The scope of the business is Research, Development and Administration of Closed Human Habitation Systems for Public Use.
3. The Sustainability of the Non-Profit as it is first founded shall be from the subsidies of property management and the leasing of controlled commercial space for scientific research and development use.

Registered Agent

The selected representative for Registered Agent is:
Ranee Watkins, Chairwoman, Founding Member and Chief Financial Officer/CEO

Service: Process, Notice or Demand

All service shall be upon the Registered Agent in accordance with Washington State and Federal law.

Purpose and Powers

The purpose of the Venture Lucid Technologies of Washington State is to develop, test and evaluate what Closed Systems can be utilized in Human Habitation in our current environment. In this the research and development of sustainable and maintainable systems is paramount for the purpose of this enterprise.

Powers will be delegated by the Non-Profit to a body of Members to facilitate the following:

1. Purchasing, Preparation and Construction of Testing and Research facilities.
2. Leasing, Management and Maintenance of Testing and Research facilities.
3. Training, Development, Management and Utilization of a Research and Testing member body.
4. Any Special Projects as the Board of Directors deems appropriate and fundable.
5. Any other duty in the Execution of Duties the Non-Profit has to its members and the public.

Business Transactions

The Lucid Technologies of Washington State Non-Profit shall be the sole source of all business transactions between the public and the Non-Profit. No individual member will have rights to sell, trade, license or otherwise conduct business with Non-Profit resources outside the lawfully allowed conduct.

General Standards, Best Practices and Limit of Liability

General Standards are in accordance with the B-Corp spirit of conduct and direct responsibility to the Non-Profit and the public good. Best Practices will be established from existing OSHA and Safe Business Practices. The core goal being the preservation of Human Life in Closed Systems through the point of failure. It is noteworthy that even in the best case scenario a "Breach of Environmental Containment" is the best and last resort for critical failures.

The Non-Profit shall be the main actor in all research, development and maintenance of all research and development facilities. All business and conduct during business operations is first the liability of the Non-Profit and then if conduct determines, the process of penetrating the veil can be leveraged to target bad actors and sever them from the immunity of the Non-Profit if a court deems appropriate.

Indemnification

Lucid Technologies of Washington State hereby indemnifies all members of the member body to the fullest extent of the law.

Membership Residency

The entire Member Body must reside in the Research and Development Facilities in order to be a part of the Member Body. Only members deployed to Space Operations can maintain their membership within the Member Body and still receive compensation for their services rendered, rights and privileges for voting and participation in the research and development of Special Projects.

Piercing the Veil

The ability to hold individual bad actors accountable for their actions is a fundamental right of the B-Corp spirit. That no single person or small acting body may represent the whole of the corporate spirit in their bad actions, shall render them vulnerable to Criminal Complaint upon the showing of sufficient evidence to bring the same in the court of law.

Article II Certification of Formation, Amendment, Filing and Execution

Formation

This incorporation of the joint efforts and works of the Member Body do hereby agree by convenient to form the Limited Liability Corporation known heretofore as **Lucid Technologies of Washington State**.

Execution

Execution of this Corporate Spirit shall be the day to day operations that facilitate the Research, Development and Facilitation of Closed Systems Human Habitation.

Initial Execution shall be to establish the Technology, Construction, Best Practices and Daily Operation Processes and Procedures to consolidate into a Franchise.

The period of development shall not exceed 2 years unless amended by the Board of Directors and amended to these Articles of Incorporation.

Once the Franchise has matured the Board of Directors shall be charged with developing the following instruments and restructuring the Non-Profit to accommodate the growth, development and execution of the primary directive to create sustainable human habitation for the entire world to be viable habitation modules for any environment and on most planets, that can be integrated into various habitation structures.

The second directive will be to establish a corporate representation for each State in the United States to establish a supply chain nationwide for Closed Systems Human Habitation.

The final directive will be to construct, maintain and upgrade civil systems in every major city around the world. Incorporating talent, design and furthering the research and development of Closed Systems Human Habitation for the future generations of humans exploring our world and the worlds beyond the stars above.

Duties of Board Members and Stakeholders

It shall be the duty of all Board Members and stakeholders to facilitate and execute the Prime Directives. Execute the Duties and Responsibilities of their respective job titles and participate in the Research and Development of all projects, system testing and maintenance of all facilities.

Initial and Annual Reports

The Initial Report shall be generated by the Chief Financial Officer and include the Certificate of Interest, or revision thereto, and be provided quarterly as applicable under Washington State law.

Article III Members

Admissions

Any American Citizen of legal age 18, in good mental, physical and spiritual health is able to apply for consideration of joining the member body.

Only Veteran Status and prior Scientific and/or Academic training/education are considerations for expedited membership.

Members Voting Structure, Rights, Responsibilities and Execution of Duties

1. Every member regardless of status, job title or placement in the Non-Profit has one vote each.
2. Votes are not transferable and must be done in person with authorized voting practices.
3. Any Special Project or Venture that will use any finances generated by the normal business operations of the Non-Profit must be put up for a vote of the member body before funding considerations can be conducted.
4. The CEO shall be delegated to conduct the vote under the practices and procedures of voting established by the Board of Directors.

Liability of Members to third parties

No member shall be liable to any third parties unless otherwise found by the court of law according to the corporate piercing the veil rules and procedures. In all cases the Non-Profit will stand guardian against the actions of third parties against the member body unless otherwise directed by the court of law.

Member Dissociation

For the purpose and spirit of the B-Corp all members wishing to dissociate themselves from the practices of the Non-Profit may do so in writing and terminate all member body privileges, rights and responsibilities with a signed letter of resignation being delivered to the Registered Agent for the Non-Profit.

Records, Information, Identity Protection and Archives

All records, information and Individual identity of the Member Body and their activities in the execution of their duties shall be Archived for no more than 10 years. All records will be maintained according to Washington State HIPAA legal practices and treated as Medical Research Records and protected by law in the same fashion as Protected Health Information.

Remediation for breach of agreement by members

At any time the Member believes that the agreement between the Non-Profit and the Member is in violation they may institute an internal grievance procedure to remedy the situation before the need of legal action.

In the case of failure to reach agreement with the internal grievance procedures the Member is entitled to an Arbitration Hearing as outlined in the Member Agreements available to every member of the Non-Profit.

Article IV Management and Managers of Management

Admissions

Members of the core Member body may become certified to enter into a Management position and take on additional responsibilities and privileges associated with the various positions within the Non-Profit.

The Admissions process will be by Vote of Confidence from 2 members in the Member Body electing a Member to fill the position.

Member Management

Member Management will be to establish Subject Matter Expertise in given operational fields in the Research and Development Facilities. These SMEs will Train, Guide and Direct day to day operations in the given Specialized Fields within the Non-Profit.

Manager Management

Manager Management will be directed with establishing the Best Practices for every facet of Daily Operations. In this they will Direct, Guide and Train daily operations as they are needed. Build new programs, monitor and maintain existing programs and sunset programs that are no longer necessary for daily operations.

This shall include integrating programs that individually represent one larger overall goal, transferring programs to higher or lower functioning levels and the shifting of Special Projects into daily operating tasks for the Non-Profit.

Delegation of Rights and Powers to Member Management

Delegations are per Task basis. Please Refer to the Board of Directors Job Descriptions and Delegations of Duties and Responsibilities Handbook.

Delegation of Rights and Powers to Manager Management

Delegations are per Task basis. Please Refer to the Board of Directors Job Descriptions and Delegations of Duties and Responsibilities Handbook.

Management Voting Structure, Rights, Responsibilities and Execution of Duties

Just like the Member Body, all Management Members will have one vote, have to follow the uniform voting process and can not transfer their duties and responsibilities.

Liability of Managers to third parties

At no time will Managing members become liable to third parties unless otherwise directed by a court of law according to the piercing the veil legal process. The Non-Profit will stand guardian for all members in the Member Body for all instances unless directed by a Court of Law with jurisdiction.

Management Dissociation

For the purpose and spirit of the B-Corp all members wishing to dissociate themselves from the practices of the Non-Profit may do so in writing and terminate all member body privileges, rights and responsibilities with a signed letter of resignation being delivered to the Registered Agent for the Non-Profit.

Records, Information, Identity Protection and Archives

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Remediation for breach of agreement by Managers

At any time the Member believes that the agreement between the Non-Profit and the Member is in violation they may institute an internal grievance procedure to remedy the situation before the need of legal action.

In the case of failure to reach agreement with the internal grievance procedures the Member is entitled to an Arbitration Hearing as outlined in the Member Agreements available to every member of the Non-Profit.

Article V Executives and Special Interest Groups

Admissins

Admissions to the Executive Body and any Special Interest Groups shall follow the Board of Directors Member Integration Practices and Procedures for new Executive members and/or formation of Special Interest Groups as established in the Best Practices for the Franchise.

Executive Body

The Executive Body will be responsible for the Day to Day Facility Management and Operations. Relying on the Management structure to maintain systems integrity down to the consumer level as well as the development of Special Interest Groups to facilitate the Research, Development and Utilization of increasing levels of technological, sociological and scientific innovation.

Delegation of Rights and Powers to Executive Body Members

Delegations are per Task basis. Please Refer to the Board of Directors Job Descriptions and Delegations of Duties and Responsibilities Handbook.

Planning, Formation and Execution of Special Interest Groups

Planning, Formation and Execution of Special Interest Groups shall be in accordance with the Best Practices outlined in the Board of Directors SIG documentation.

Executive Voting Structure, Rights, Responsibilities and Execution of Duties

Like all member classes the Executive Body will have one vote each and be held to the same standards and practices of every voting member.

Liability of Executive Body Members to all Members

The Executive Body being an Elected Body by the General and Managing Members, shall be subject to direct accountability to the entire Member Body for performance and execution of duties to the Non-Profit.

Liability of Executive Body Members to third parties

At no time will Executive Members be liable to third parties for any reason. The Non-Profit will stand guardian for the Executive Body and defend them in all instances of liability unless directed by the Piercing the Corporate Veil legal practices by a court of law.

Executive Dissociation

At the time the Executive Member decides necessary, or upon receipt of a Vote of No Confidence and subsequent Arbitration Determination of Resignation; the Executive Member shall submit in writing to the Authorized Agent a letter of Resignation.

Records, Information, Identity Protection and Archives

All records, information and Individual identity of the Member Body and their activities in the execution of their duties shall be Archived for no more than 10 years. All records will be maintained according to Washington State HIPAA legal practices and treated as Medical Research Records and protected by law in the same fashion as Protected Health Information.

Article VI Contributions

Form, Scope and Valuation

The Board of Directors shall establish the Form, Scope and Valuation of any Contributions at the time they are made according to the Board of Directors Best Practices Contributions Handbook.

Liability for contribution

The Non-Profit assumes all liability for any and all Contributions made to in part or whole by members of the Non-Profit Member Body and assumes no liability on behalf of third party actors.

Article VII Distributions

Allocation of Distributions, Interim Distributions, Distribution following Dissociation, Distribution in-kind, Right to Distribution, Limitations on Distribution, Liability for Improper distributions and all Rules, Regulations and Execution of the same are outlined in the Board of Directors Distributions Guidelines and Best Practices for the Franchise.

Article VIII Assignment of Limited Liability Company Interests

Certificate of Interest, Nature, Scope, Valuation, Transfer of Transferable Interest and all Rules, Regulations and Execution of the same are outlined in the Board of Directors Assignment of Limited Liability Company Interests Best Practices for the Franchise.

Article VIII Dissenters Rights

Definitions

A Dissenter is any member of the Member Body that wishes to challenge any action by the Board of Directors or any acting member of the Executive, Management or Member Management Body.

A board of Arbitration designated by the Board of Directors from an Impartial Third Party service registered with the State of Jurisdiction shall preside over all Member Dissents, unless the Member elects to participate in an informal Internal Review Committee comprised of an Elected Body of Representatives from each Member Group.

In all the mode, laws and enforcement shall reflect the existing laws of each state for which the Research Facility shall reside in, in respect to the Uniform Commercial Code and the Universal Code of Common Conduct as outlined in the Board of Directors Universal Code of Conduct Best Practices Handbook for the Franchise.

Article IX Miscellaneous

Construction and Application, Severability and Amendment

This corporation is constructed in the spirit of communal efforts to conduct Research, Development and Implementation of Closed Systems Human Habitation Technologies. The startup will be rough and have lots of wrinkles to iron out as we become more professional, task oriented and integrated into the Civilian, Local, Regional and National markets.

In the Spirit of the B-Corporation formation the ideal formation will be a small governing body with a scalable and reasonable growth to accommodate the core market need. Allowing for the Franchise to grow additional members and build a sustainable bottom line enterprise as a springboard for current and future Space Operations and Personnel Management.

This initial corporation will be the cumulation of Research data on integrated “off the shelf” technology where available. The Development of systems and subsystems to operate and maintain a sustainable habitable living system for human habitation; and research and develop the necessary Scientific, Sociological and Medical Sciences needed to Obtain, Maintain and Propagate Closed Systems Technology throughout the National housing base.

There is a direct prevention to exploitative parasitic Capitalism, preferring the American Capitalist model with pay caps, term limits and performance to pay expectations. At no time will the corporation be funding more than the limits set out for the Tasks as assigned by the Board of Directors and enabling long term mission directives with a robust financial basis for the future of Human Habitation development, design and maintenance.

Applicable Fees, Charges and Penalties

All Fees, Charges and Penalties shall be absorbed by the Non-Profit with regards to any costs associated with its operation, maintenance or construction.

Authority to Adopt Rules

The Board of Directors shall have exclusive control over the Adoption of Rules, Policies and Procedures throughout the entirety of the Franchise.

Penalties may be issued by the Board of Directors to any Member of the Member Body for any infractions, contractual obligations and or any reason it deems necessary to recover damages from breach of contractual duty.

Effective Date

These Articles of Incorporation are hereby executed by my hand and seal below, on this Fifth Day of the Month of May in the Year of Our Lord 2020. So saith the Affiant further naught.

Authorizing Signatures:

Ranee L. Watkins - Owner, Founder, Chairwoman and Chief Executive Officer.

Robert G. Watkins - Owner, Founder, Chairman and Director of Operations

Cc:

Certification of Registered Agent

Certification of Registered Agent

The Board of Directors hereby appoints Ranee L. Watkins as the Registered Agent for Lucid Technologies of Washington State. As Registered Agent Ms. Watkins will be responsible for discharging her duties to Receive and Process all service upon the Non-Profit in accordance with State and Local Laws.

So adopted and Amended this Fifth Day of the Month of May in the Year of Our Lord 2020.
Further Affiants sayeth naught.

Authorizing Signatures:

Ranee L. Watkins - Owner, Founder, Chairwoman and Chief Executive Officer.

Robert G. Watkins - Owner, Founder, Chairman and Director of Operations