



Corporations Division

COMMISSIONERS

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 Sandra D. Kennedy
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KEYTLAW LLC
 7373 EAST DOUBLETREE RANCH ROAD
 SUITE 135
 SCOTTSDALE AZ 85258
 USA

RE: **Entity Name:** Sharealedger, NFP
 ACC File Number: 23204540
 ACC Order Number: 202104301228007
 Document Received Date: 04/30/2021

We are pleased to notify you that the Restated Articles of Incorporation - Nonprofit for the above-referenced entity have or has been APPROVED for filing.

If the known place of business of the corporation is NOT in Maricopa County or Pima County, the document must be published. The publication must be completed within 60 days after 5/6/2021, which is the date the ACC approved the document for filing, and must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers in each county is available on the ACC website at azcc.gov/divisions/corporations/newspaper-list-for-publishing.pdf. You may receive an Affidavit of Publication from the newspaper that may be filed with the ACC, but filing it is not mandatory.

If the known place of business of the corporation is in Maricopa County or Pima County, the Commission has already posted notice of the approved document on its website at ecorp.azcc.gov/publicnotice. This posting by the Commission satisfies the statutory requirement for public notice, and no further action on your part is required in order to satisfy the notice requirement. You may, however, choose to provide additional public notice by publishing a copy of the approved document in a newspaper. If you choose to publish, the publication must be completed within 60 days after 5/6/2021, which is the date the ACC approved the document for filing, and must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers in each county is available on the ACC website at azcc.gov/divisions/corporations/newspaper-list-for-publishing.pdf.

The Corporations Division strongly recommends that you periodically monitor the corporation's public record, which can be viewed at ecorp.azcc.gov. If you have questions or for further information, contact Customer Service at 602-542-3026, or, within Arizona only, 800-345-5819.

Division Director Tanya Gibson
 1300 W.Washington Street, Phoenix, AZ 85007 | 602-542-3026 | azcc.gov

**CERTIFICATE CONCERNING
RESTATED ARTICLES OF INCORPORATION
NON-PROFIT CORPORATION**

ENTITY INFORMATION

ENTITY NAME: SHAREALEDGER, NFP
ENTITY ID: 23204540
ENTITY TYPE: Domestic Nonprofit Corporation

ADOPTION AND VOTE

ADOPTION DATE: 04/27/2021
The restated Articles were approved by the board of directors without member or third person action, and the approval of member of any other persons not required. YES
The restated Articles contain one or more amendments that required approval by members and/or other persons
Approved by members NO
Approved by other person(s) as required by the articles of incorporation NO

SIGNATURE

Chairman of the Board of Directors: Kip Mack Twitchell - 04/30/2021

**CERTIFICATE CONCERNING
RESTATED ARTICLES OF INCORPORATION
OF AN ARIZONA NONPROFIT CORPORATION
of
SHAREALEDGER, NFP**

1. The name of this corporation is SHAREALEDGER, NFP.
2. The Arizona Corporation Commission file number of the corporation is 23204540.
3. The Amended and Restated Articles of Incorporation were adopted on April 27, 2021.
4. Pursuant to Arizona Revised Statutes Section 10-11007, the above-referenced Arizona nonprofit corporation adopts the amended and restated Articles of Incorporation in the form of Exhibit A attached hereto.
5. The Amended and Restated Articles of Incorporation are attached as Exhibit A amend and restate the original Articles of Incorporation in their entirety.
6. The attached Amended and Restated Articles of Incorporation was duly adopted by the act of the Board of Directors of the corporation without member approval and without the approval of third person action because it was not required.

Dated: April 27, 2021.

SHAREALEDGER, NFP, an Arizona nonprofit corporation


By: 
C4E44BAB6A26476
Kip Mack Twitchell, Chairman of the Board of Directors

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
SHARELEDGER, NFP

The undersigned, for the purpose of forming a nonprofit corporation under Arizona Revised Statutes Section 10-3201 et. seq., adopts the following Articles of Incorporation:

ARTICLE 1.
NAME OF THE CORPORATION

The corporation will be named SHARELEDGER, NFP.

ARTICLE 2.
CORPORATE PURPOSE

This corporation is organized exclusively for business league purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3.
INITIAL BUSINESS

The corporation initially intends to explore innovation in business systems and to find ways to improve society through the process.

ARTICLE 4.
KNOWN PLACE OF BUSINESS

The known place of business of the corporation shall be c/o KEYTLaw, LLC, 7373 East Doubletree Ranch Road, Suite 135, Scottsdale, Arizona 85258. The corporation may conduct its business and maintain offices for such purpose in such other place or places, either within or without the State of Arizona, as it may from time to time determine advisable.

ARTICLE 5.
COMPENSATION AND PROFITS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 Two hereof. No substantial part of the activities of the corporation shall be the carrying

on 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 6.

MEMBERS OR CAPITAL STOCK

There shall be no capital stock and no authority to issue shares of stock. The corporation shall have members, and the membership criteria, if any, and the rights and classes thereof, shall be as defined in the corporation's Bylaws.

ARTICLE 7.

DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to 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, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 8.

BOARD OF DIRECTORS

The initial Board of Directors will consist of one member. The number of persons to serve thereafter on the Board of Directors will be fixed by the Bylaws. The name and address of the person who is to serve as the sole director until the first annual meeting of the Board of Directors or until the director's successor is elected and qualifies are:

Kip Mack Twitchell
4185 North Monticello Drive
Florence, Arizona 85132

The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's Bylaws.

ARTICLE 9.
INCORPORATOR

The name and address of the incorporator of the corporation are:

Kip Mack Twitchell
4185 North Monticello Drive
Florence, Arizona 85132

All powers, duties, and responsibilities of the incorporator will cease when these Articles of Incorporation are accepted for filing by the Arizona Corporation Commission.

ARTICLE 10.
BY-LAWS

By-Laws of the corporation may be adopted by the 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 or the Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE 11.
LIMITATION OF DIRECTOR LIABILITY

No director of the Corporation shall be personally liable to the Corporation for monetary damages for acts or omissions as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for (i) any breach of the director's duty of loyalty to the Corporation; (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) a violation of Arizona Revised Statutes Sections 10-3830 or 10-3833; and (iv) any transaction from which the director derived an improper personal benefit. If the Arizona 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 Arizona 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 12.
INDEMNIFICATION

The private property of the incorporators, directors and officers of the corporation shall be forever exempt from and not liable for, the debts and obligations of the corporation of any kind whatsoever. The corporation shall indemnify each person who is or was an incorporator, director, officer or employee of the corporation against all expenses incurred by them, and

each of them, including but not limited to legal fees, judgments and penalties which may be incurred, rendered or levied in any legal action brought against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of providing services to or on behalf of the corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by applicable law. No repeal, amendment or modification of this Article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the corporation occurring before the repeal, amendment or modification.

ARTICLE 13.

STATUTORY AGENT

The name and address of the initial statutory agent of the corporation are KEYTLaw, L.L.C., 7373 E. Doubletree Ranch Road, Suite 135, Scottsdale, AZ 85258. The Statutory Agent is not responsible for failing to notify the Corporation of any service of process or correspondence received by the Statutory Agent for the Corporation if the Corporation changes its address and fails to notify the Statutory Agent of the change by sending a written notice of address change to the Statutory Agent at its address on file with the Arizona Corporation Commission.

Dated: April 27, 2021.

DocuSigned by:


C4E44BABA26476...
Kip Mack Twitchell

"Incorporator"

CONSENT OF STATUTORY AGENT

KEYTLaw, L.L.C., an Arizona limited liability company, having been designated to act as Statutory Agent hereby consents to act in that capacity until removed by the Corporation or resigning in accordance with the Arizona Revised Statutes.

KEYTLaw, L.L.C., an Arizona limited liability company

By:	
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Richard Keyt, Manager