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**Certificate to Accompany
 Restated Articles or
 Amended and Restated Articles**
 (PURSUANT TO NRS)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20130119263-78
	Filing Date and Time 02/22/2013 10:27 AM
	Entity Number E0377802012-8

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

This Form is to Accompany Restated Articles or Amended and Restated Articles of Incorporation

(Pursuant to NRS 78.403, 82.371, 86.221, 87A, 88.355 or 88A.250)

(This form is also to be used to accompany Restated Articles or Amended and Restated Articles for Limited-Liability Companies, Certificates of Limited Partnership, Limited-Liability Limited Partnerships and Business Trusts)

1. Name of Nevada entity as last recorded in this office:

RENO INITIATIVE FOR SHELTER AND EQUALITY

2. The articles are: (mark only one box) Restated Amended and Restated

Please entitle your attached articles "Restated" or "Amended and Restated," accordingly.

3. Indicate what changes have been made by checking the appropriate box:*

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: _____

The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.

The entity name has been amended.

The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)

The purpose of the entity has been amended.

The authorized shares have been amended.

The directors, managers or general partners have been amended.

IRS tax language has been added.

Articles have been added.

Articles have been deleted.

Other. The articles or certificate have been amended as follows: (provide article numbers, if available)

Article IV: title changed to "Initial Board of Directors"; addresses updated
 Article V: text changed to "...who formed..."; added Arthur Gies, Jr; addresses updated

4. Effective date and time of filing: (optional)

Date:

Time:

(must not be later than 90 days after the certificate is filed)

* This form is to accompany Restated Articles or Amended and Restated Articles which contain newly altered or amended articles. The Restated Articles must contain all of the requirements as set forth in the statutes for amending or altering the articles for certificates.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE RENO INITIATIVE FOR SHELTER AND EQUALITY
A Nevada Nonprofit Corporation**

Pursuant to the provisions of the laws of the State of Nevada, The Reno Initiative for Shelter and Equality, a nonprofit corporation organized under the laws of the State of Nevada, amends and restates its Articles of Incorporation. The undersigned hereby certifies as follows:

1. He is the duly elected and acting President of The Reno Initiative for Shelter and Equality, a Nevada nonprofit corporation (the "Corporation").
2. On February 19, 2013, the Board of Directors of the Corporation (the "Board") unanimously approved the amendment and restatement of the Corporation's Articles of Incorporation (the "Articles").
3. On February 18, 2013, the proposed amendment to Article III was submitted to the Board. The Board unanimously voted in favor of the amendment to Article III to specify the purpose of the organization as charitable. Article III, Section 3.1, Purpose, is hereby amended to read in full as follows:

3.1 Purpose. RISE is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 2006, or the corresponding section of any future Federal tax code.

5. On February 19, 2013, the proposed amendment to the entity name was submitted to the Board. The Board unanimously voted in favor of the amendment to the entity name. The entity name of the Corporation is hereby amended to read in full as follows:

The Reno Initiative for Shelter and Equality

6. Title of Article IV is hereby amended to read in full as follows:

Initial Board of Directors

7. Descriptive text of Article V, Original Incorporators, is hereby amended to read in full as follows:

The names and addresses of the persons who formed the corporation are as follows:

8. Article V, Original Incorporators, is hereby amended to include incorporator Arthur Gies, Jr.
9. Article IV, Initial Board of Directors, and Article V, Original Incorporators, is hereby amended with current addresses.

THE RENO INITIATIVE FOR SHELTER AND EQUALITY

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

**ARTICLE I
NAME**

The name of the corporation shall be The Reno Initiative for Shelter and Equality ("RISE"). RISE shall be a nonprofit corporation organized under the laws of the State of Nevada.

**ARTICLE II
PRINCIPAL OFFICE**

The place in this state where the principal office of RISE is to be located is the City of Reno, Washoe County. The address of the principal office of RISE shall be designated by resolution of RISE's Board of Directors (the "Board").

**ARTICLE III
PURPOSE AND LIMITATIONS**

3.1 Purpose

RISE is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 2006, or the corresponding section of any future Federal tax code.

3.2 Limitations

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 the purpose clause 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)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV
INITIAL BOARD OF DIRECTORS**

The names and addresses of the persons who are the initial directors of the corporation are as follows:

THE RENO INITIATIVE FOR SHELTER AND EQUALITY

Benjamin Castro

Arthur Gies, Jr.

Paige Pulley

Mark Pitchford

Katie Colling

Lauren Castro

**ARTICLE V
ORIGINAL INCORPORATORS**

The names and addresses of the persons who formed the corporation are as follows:

Benjamin Castro

Arthur Gies, Jr.

Paige Pulley

Mark Pitchford

Katie Colling

Lauren Castro

**ARTICLE VI
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the corporation, and after paying or adequately providing for the debts and obligations of the corporation, the balance of the RISE's assets shall be distributed only to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Code, and shall, in the opinion of the Board, best benefit the general objects and purposes for which RISE was organized.

**CERTIFICATE OF ADOPTION OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION**

I, Benjamin Castro, President of The Reno Initiative for Shelter and Equality, have been authorized by the Board of Directors to sign this certificate and do hereby certify that the above Amended and Restated Articles of Incorporation was approved and adopted by the Board of Directors on Tuesday, February 19, 2013 and constitute a complete copy of the Articles of Incorporation of the corporation.

Benjamin Castro, President

2/19/13

Date