

**ARTICLES OF INCORPORATION**  
*of*  
**THE GREEN HOUSE COLLECTIVE**

*A Wyoming Nonprofit Corporation*

**ARTICLE I, NAME; ADDRESSES**

**1.01 Name.** The name of this corporation shall be The Green House Collective. The business of the corporation may be conducted as “The Green House Collective” or simply “Green House Collective.”

**1.02 Addresses.** The mailing address and principal office of the corporation shall be 1108 E Grand Ave., Laramie, Wyoming 82070.

**1.03 Membership.** The corporation shall have no members.

**ARTICLE II, DURATION**

**2.01 Duration.** The period of duration of this corporation is perpetual.

**ARTICLE III, PURPOSE**

**3.01 Purpose.** The purpose for which the corporation is organized is to conduct any and all lawful business for which corporations can be organized within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The primary purposes for which this corporation is organized and shall be administered and operated includes, but is not limited to: (i) Establishing and operating one or more all-ages venues in Laramie, Wyoming at which guests of all identities feel welcome; (ii) Providing a venue for independent and upcoming musical acts from Wyoming and elsewhere, and compensating artists for performing at shows; and (iii) Providing the Laramie community with other creative services and opportunities, including but not limited to workshops, gallery spaces, stage plays, and other non-musical performances and creative endeavors.

**3.02 Public Benefit .** The Green House Collective is designated as a public benefit corporation.

**ARTICLE IV, POWERS**

**4.01 Powers.** The corporation shall have all powers as allowed and granted by the laws of the State of Wyoming to a nonprofit corporation, including the opening and operating of a bank account.

## ARTICLE V, NON-PROFIT NATURE

**5.01 Non-profit Nature.** The Green House Collective is organized exclusively for charitable and educational purposes centered around arts and music including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of The Green House Collective shall inure to 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.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

The Green House Collective is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable and educational purposes centered around arts and music. No part of the assets, receipts, or net earnings of the corporation shall inure benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered and make payments and distributions consistent with these Articles.

**5.02 Personal Liability.** No officer or director of this corporation shall be personally liable for the debts or obligations of The Green House Collective of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of debts or obligations of this corporation. The private property of the incorporators, directors, officers, and employees shall not be subject to the payment of the corporation's debts, liabilities, or obligations to any extent.

**5.03 Distribution to a Similar Organization.** Upon the dissolution of the corporation, or in the event it shall cease to carry out the purposes set forth in these Articles, the Board of Directors shall, after making arrangements for the payment of all legally owing debts and liabilities of the corporation, distribute the corporation's remaining property and assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, which, at least generally, serves a purpose similar to those of this corporation as set forth in these Articles. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the County in which the principal business 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.

**5.04 Judicial Intervention upon Dissolution.** If a majority of the Board of Directors cannot agree on an organization to distribute said assets, the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against The Green House Collective by one or more of its managing body which verified petition shall contain such statements as reasonably indicate the

applicability of this section. This court upon a finding that this section is applicable shall select the qualifying organization or organizations to review the assets to be distributed, giving preference if practicable to organizations located in the State of Wyoming. In the event that the court shall find that there is no qualifying organization known to it which has a charitable purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to a federal, state, or local governmental body or agency for a public purpose similar to that of this corporation, giving preference to organizations located in the State of Wyoming.

**5.05 Prohibited Distributions.** No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, director, officers or other private person or individual 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 these Articles.

**5.06 Restricted Activities.** No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (in publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

**5.07 Prohibited Activities.** Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by: (i) a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (ii) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

## **ARTICLE VI, BOARD OF DIRECTORS**

**6.01 Governance.** The Green House Collective shall be governed by its board of directors. Directors shall be natural persons. The corporation's bylaws shall specify the number of persons who shall serve as the directors of the corporation, provided, however, that the number of directors shall at no time be less than three (3) or more than fifteen (15). The Board is given express authority and power to change the number of directors, subject to the above limitation.

**6.02 Initial Directors.** The Initial Directors of the corporation are: Alex Soveroski, Mary MacGuire, Annamarie Victor, Chevy Kalpin, and Aaron King. The terms of office and manner of election or appointment of the directors who will serve after the terms of the initial directors expire shall be specified in the corporation's bylaws.

**6.03 Officers.** The corporation shall at all times have a President, Secretary, and Treasurer. One person may simultaneously hold more than one office in the corporation. The Board of Directors shall select the officers, as provided by the corporation's bylaws. The Board of Directors may provide for and create additional officer positions in the bylaws, when doing so is in the best interest of the corporation. The duties of each officer shall be as specified in the corporation's bylaws, except that the President shall be the chief

executive of the corporation and the Secretary shall always be responsible for (a) preparation of the minutes of the Board of Director's meetings, and (b) authenticating records of the corporation.

## **ARTICLE VII, INTERNAL AFFAIRS**

**7.01 Internal Affairs and Action by the Board.** The management, organization, and control of the affairs of the corporation shall be regulated by the Board of Directors, which shall adopt, alter, amend, or repeal bylaws, resolutions, delegations of authority, rules and regulations and take all other necessary or convenient actions to manage the affairs of the corporation.

In those instances and circumstances where these Articles, the corporation's bylaws, or law require that the corporation act through the Board, the Board shall not be empowered to act unless a quorum is present. A majority of the number of directors serving in office immediately before a Board meeting begins shall constitute a quorum. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board, unless these Articles, the corporation's bylaws, or a provision of the law require the vote of a greater number of directors. Any action taken without a quorum present shall be null and void; provided, however, that the corporation's bylaws may specify emergency situations in which the Board is authorized to act without a quorum present.

## **ARTICLE VIII, AMENDMENTS**

**8.01 Amendments.** The Board shall have the right, power, and authority to amend, change, or repeal any provision contained in these Articles; provided, however, that any such action shall be calculated to exclusively carry out the objects and purposes for which the corporation is formed, and all rights or privileges granted herein are expressly subject to this power of amendment. Amendment of these Articles of Incorporation is permissible only if approved by at least three-fifths (3/5) of the Directors serving on the Board at the time the amendment is adopted.

## **ARTICLE IX, REGISTERED AGENT**

**9.01 Registered Agent.** The name of the corporation's initial registered agent is Alex Soveroski. The street address of the registered office, which is also the address of the registered agent, is 1108 E. Grand Ave., Laramie, WY 82070.

**9.02 Consent.** The Registered Agent consents on behalf of the business entity to accept electronic service of process at the required email address provided on the form under the circumstances specified in W.S. 17-28-104(e).

## **ARTICLE X, INCORPORATOR**

**10.1 Incorporator.** The incorporator of the corporation is Dustin J. Richards, 501 E. Garfield St, Laramie, Wyoming 82070. Mr. Richards is not an officer or director of the corporation.

### **Certificate of Adoption of Articles of Incorporation**

The undersigned incorporator hereby certifies that the above stated Articles of Incorporation of The Greenhouse Collective were approved by the initial Board of Directors on January 19, 2023 and constitute a complete copy of the Articles of Incorporation of The Greenhouse Collective, a Wyoming nonprofit corporation. The initial Board of Directors have authorized the Incorporated to submit these Articles to the Wyoming Secretary of State for filing.

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Dustin J. Richards, Incorporator

Date