



**FRANCISCO V. AGUILAR**  
 Secretary of State  
 401 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: [www.nvsos.gov](http://www.nvsos.gov)

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**Non-Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 81, 82 & 84)  
**Certificate to Accompany Restated Articles or Amended and Restated Articles** (PURSUANT TO NRS 82.371)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

<b>1. Entity information:</b>	Name of entity as on file with the Nevada Secretary of State: <input type="text" value="Las Vegas Internet Exchange"/> Entity or Nevada Business Identification Number (NVID): <input type="text" value="NV20232869740"/>
<b>2. Restated or Amended and Restated Articles</b> (Select one):  (If <u>amending and restating only</u> , complete section 1,2 3, 5 and 6)	<input checked="" type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - 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: <input type="text"/> The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input checked="" type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
<b>3. Type of amendment filing being completed:</b> (Select only one box)  (If amending, complete section 1, 3, 5 and 6.)	<input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS Chapters 81 and 82 - Before First Meeting of Directors) The undersigned are a majority of the original incorporators of the nonprofit corporation, or the majority necessary for the approval as otherwise provided by NRS.  As of the date of this certification no meeting of the directors has taken place and the corporation has no members other than the incorporators.  <input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS Chapters 81 and 82 - After First Meeting of Directors) The directors (or trustees) and the members, if any, and such other persons or public officers, if any, as may be required by the articles, have approved the amendment. The vote by which the amendment was adopted by the directors and members, if any, is as follows: * Vote of Directors: <input type="text"/> Vote of Members: <input type="text"/>  <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: <input type="text"/> Jurisdiction of formation: <input type="text"/> Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) <input type="text"/> * Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.



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**3. Type of amendment filing being completed continued:** (If amending, complete section 1, 3, 5 and 6.)

Certificate of Amendment to Articles of Incorporation For Corporation Sole (Pursuant to NRS Chapter 84)  
 The undersigned is the person authorized to represent the corporation sole.

**4. Effective date and time:** (Optional)

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

**5. Information being changed:** (Domestic corporations only)

Changes to takes the following effect:

- 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 have been amended as follows: (provide article numbers, if available)

The Articles of Incorporation are being amended and restated (see attached)

(attach additional page(s) if necessary)

**6. Signature:** (Required)

DocuSigned by:  
 Jim Jimrawi  Title  
 Signature of Officer, Incorporator or Authorized Signer

DocuSigned by:  
 Erin Jimrawi  Title  
 Signature of Officer, Incorporator or Authorized Signer

\* A majority of a quorum of the voting power of the members, or as may be required by the articles, must vote in favor of the amendment. If any proposed amendment would alter or change any preference or any relative or other right given to any class of members, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of a majority of a quorum of the voting power of each class of members affected by the amendment regardless of limitations or restrictions on their voting power. An amendment pursuant to NRS 81.210 requires approval by a vote of 2/3 of the members.

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LAS VEGAS INTERNET EXCHANGE**

The undersigned natural person, being a citizen of the United States, desiring to associate herself for the purposes hereinafter set forth, and acting as incorporator of a corporation (the "*Corporation*") under the provisions of Chapter 82 of the Nevada Revised Statutes ("*NRS*"), adopts the following Articles of Incorporation.

I

The name of the Corporation is: LAS VEGAS INTERNET EXCHANGE.

II

The name of the registered agent of the Corporation, a resident of the State of Nevada, whose business address is 410 South Rampart Boulevard, Suite 350, Las Vegas, Clark County, Nevada 89145 is: Ann C. Pongracz.

III

The Corporation is a non-profit corporation.

IV

Without limiting the generality of the following, the primary purpose of the Corporation shall be to: promote the common business interests of its Members and those of the Southern Nevada community by enabling communications/broadband networks of the Members to meet at a single local connection point, thereby increasing the connectivity and efficiency of local networks, lowering costs, increasing network resiliency, and reducing network latency. The Corporation may engage in any lawful activity, subject to the limitations expressed in these Articles of Incorporation.

Anything in these Articles to the contrary notwithstanding, the purposes and powers permitted to the Corporation and conferred upon it by operation of law and elsewhere in these Articles, the powers of the Corporation are limited as follows:

(a) The purposes for which the Corporation was formed are to promote the common business interests of its Members by enabling their communications/broadband networks to meet at a single local connection point, thus increasing their connectivity and efficiency, lowering their costs, increasing network resiliency and reducing network latency, purposes which are within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 (the "*Code*") and to that end: to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles, the Bylaws of the Corporation, or any laws applicable thereto; and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted by NRS Chapter 82.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes but excluding therefrom services rendered in the capacity of officers or directors), and no member, director, or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements with respect to) any political campaign on behalf of any candidate for public office.

(c) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

(f) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c) of such Code and Regulations as they now exist or as they may hereinafter be amended.

(i) Upon the dissolution of the Corporation or the winding up of its affairs, its assets remaining after payment, or provision of payment, of all debts and liabilities of this Corporation,

shall be distributed within the meaning of Section 501(c)(6) of the Internal Revenue Code and in accordance with all applicable provisions of the laws of this state .

V

The members of the governing board of the Corporation shall be styled Directors and this governing board shall be named the Board of Directors. The initial Board of Directors shall consist of three (3) directors. The name and address of the persons who are to serve as Directors until the first annual meeting of the members, or until their successors shall have been elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Tim Timrawi	8560 S. Eastern Avenue, Suite 210 Las Vegas, Nevada 89123
Erin Timrawi	8560 S. Eastern Avenue, Suite 210 Las Vegas, Nevada 89123
Matthew Fox	410 S. Rampart Boulevard, Suite 350 Las Vegas, Nevada 89145

The number of Directors of the Corporation may be increased or decreased from time to time as shall be provided in the Bylaws of the Corporation.

VI

No director or officer shall have any personal liability to the Corporation or its members for damages for breach of fiduciary duty as a director or officer, except that this Article shall not eliminate or limit the liability of a director or officer for: (i) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law; (ii) the payment of distributions in violation of NRS Section 82.136; or (iii) an action or proceeding brought pursuant to NRS Section 82.536 or NRS Chapter 35.

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director of officer of the Corporation, and any person who serves at the request

of this Corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter being a director or officer of the Corporation or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her as such director or officer, and shall reimburse each such person for all expenses (including attorney's fees) reasonably incurred by him or her in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his or her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in or are directors or officers of such corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the Corporation provided that the fact that he or she or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, any

may vote there at to authorize any such contract or transaction with like force and effect as if he or she were not such director or officer of such other corporation or not so interested.

VII

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

Name

Address

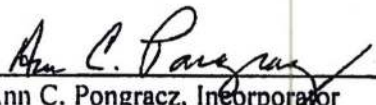
Ann C. Pongracz

410 South Rampart Boulevard, Suite 350  
Las Vegas, NV 89145

VIII

The period of duration of the Corporation is perpetual.

Executed as of May 24, 2024.

  
\_\_\_\_\_  
Ann C. Pongracz, Incorporator