

# ARTICLES OF INCORPORATION

## NON-PROFIT CORPORATION

### ENTITY INFORMATION

**ENTITY NAME:** 1888 BUCKLE CLUB, INC.  
**ENTITY ID:** 23361421  
**ENTITY TYPE:** Domestic Nonprofit Corporation  
**EFFECTIVE DATE:** 04/14/2022  
**CHARACTER OF BUSINESS:** Any legal purpose  
**CORPORATION WILL HAVE MEMBERS:** NO  
**CORPORATION WILL NOT HAVE MEMBERS:** YES

### STATUTORY AGENT INFORMATION

**STATUTORY AGENT NAME:** Daniel J Yamauchi  
**PHYSICAL ADDRESS:** 1510 Linwood Ave, PRESCOTT, AZ 86305  
**MAILING ADDRESS:** PO Box 10524, PRESCOTT, AZ 86304

### KNOWN PLACE OF BUSINESS

840 Rodeo Drive, PRESCOTT, AZ 86305

### PRINCIPAL INFORMATION

Director: Corey Bird - 1924 Estrella Rd, PRESCOTT, AZ, 86305, USA - - Date of Taking Office:  
Director: Daniel Yamauchi - 1510 Linwood Ave, PRESCOTT, AZ, 86305, USA - - Date of Taking Office:  
Director: Greg Mengarelli - 691 Hassayampa Village Lane, PRESCOTT, AZ, 86303, USA - - Date of Taking Office:  
Director: John Kieckhefer - 20001 Williamson Valley Rd, PRESCOTT, AZ, 86305, USA - - Date of Taking Office:  
Director: Travis Bard - 1535 E Road 3 S, CHINO VALLEY, AZ, 86323, USA - - Date of Taking Office:  
Incorporator: Daniel Yamauchi - 1510 Linwood Ave, PRESCOTT, AZ, 86305, USA - - Date of Taking Office:

### CERTIFICATE OF DISCLOSURE

#### FELONY JUDGEMENT QUESTIONS:

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten percent of any other proprietary, beneficial or membership interest in the corporation been:

Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate? NO

Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate? NO

Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, NO

involving any of the following:

- The violation of fraud or registration provisions of the securities laws of that jurisdiction;
- The violation of the consumer fraud laws of that jurisdiction;
- The violation of the antitrust or restraint of trade laws of that jurisdiction?

**BANKRUPTCY QUESTION:**

Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in *any other corporation* (not the one filing this Certificate) on the bankruptcy or receivership *of the other corporation*? NO

**SIGNATURE**

Incorporator: Daniel Yamauchi - 04/14/2022

**ARTICLES OF INCORPORATION  
OF  
1888 BUCKLE CLUB, INC.  
an Arizona Non-Profit Corporation**

Pursuant to A.R.S. §10-3202 of the Arizona Revised Statutes, the undersigned does hereby adopt the following Articles of Incorporation.

**ARTICLE I  
Name**

The name of the Corporation shall be 1888 Buckle Club, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II  
Purpose**

The purpose of the Corporation is to engage in any lawful activity for which non-profit Corporations may be organized under the laws of the State of Arizona, as may be amended from time to time, except that said Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Laws.

**ARTICLE III  
Character of Affairs**

The character of affairs for which the Corporation is organized and intends to engage in this State includes fundraising and providing support to Prescott Frontier Days, Inc. and any other lawful non-profit services.

**ARTICLE IV  
Directors**

The affairs of the Corporation shall be conducted by a Board of Directors consisting of not less than two (2) nor more than seven (7) directors, and by such officers as the Board of Directors may from time to time elect or appoint. The Board of Directors shall be elected or appointed in a manner and for the terms provided in the Bylaws. The Directors shall hold office until successors are elected and qualified. The name and address of each person who is to serve as Director until his successor is elected and qualified is:

Travis Bard, 1535 E Road 3 S, Prescott, AZ 86323  
Corey Bird, 1924 Estrella Rd, Prescott, AZ 86305  
Chris Graff, 8405 E Smitty's Place, Prescott Valley, Arizona 86315  
John Kieckhefer, 20001 Williamson Valley Rd, Prescott, Arizona 86305  
Daniel Yamauchi, 1510 Linwood Ave, Prescott, AZ 86305

To the fullest extent permitted by Title 10 of the Arizona Revised Statutes as the same exists or may hereafter be amended, no Director shall be liable to this Corporation for monetary damages for breach of fiduciary duty as a Director.

**ARTICLE V**  
**Statutory Agent**

The name and address of the statutory agent of the Corporation is: Daniel Yamauchi, 1510 Linwood Ave, Prescott, AZ 86305.

**ARTICLE VI**  
**Place of Business**

The street address of the Corporation's known place of business is 840 Rodeo Drive, Prescott, Arizona 86305, but it may establish other places of business and other offices at such other places as the Board of Directors may from time to time determine.

**ARTICLE VII**  
**Incorporators**

The name and address of each Incorporator is as follows:

Daniel Yamauchi, 1510 Linwood Ave, Prescott, AZ 86305.

All powers, duties and responsibilities of the Incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

**ARTICLE VIII**  
**Members**

The Corporation will not have members.

**ARTICLE IX**  
**Limited Liability**

The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

The directors, officers, trustees and members of the Corporation shall not be individually liable for the Corporation's debts or other liabilities. The private property of these individuals shall be exempt from any corporate debts or liabilities. To the fullest extent that Arizona law permits and in accordance with and within the limits of Section 10-3202(B) of the Arizona Revised

Statutes, (i) no member, director or person who serves on a board or council of the Corporation in a voluntary capacity shall be liable to the Corporation or its members for monetary damages for breach of fiduciary duty and (ii) any director or person who serves on a board or council of the Corporation in an advisory capacity shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or failure to act resulting in damage or injury. If the Arizona Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of members or directors, then the liability of a member or director of the Corporation shall be eliminated or limited to the fullest extent that the Arizona Revised Statutes, as so amended, permit. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a director of the Corporation existing at the time of the repeal or modification.

The members of the Board of Directors shall not be liable to the Corporation nor to, the Corporation's members for money damages for any action taken, or any failure to take any action, as a director, except liability for any of the following:

1. The amount of financial benefit received by a director, to which the director is not entitled,
2. An intentional infliction of harm on the Corporation or the members,
3. A violation of Arizona Revised Statute § 10-3833,
4. An intentional violation of criminal law.

The Corporation shall indemnify the members of its Board of Directors from liability, as to any person for any action taken, or any failure to take any action, as a director, except liability for any of the exceptions described above.

Liability, for the purpose of this Article IX, is as defined in Arizona Revised Statutes Section 10-3850.

## **ARTICLE X**

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 III 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.

Upon the dissolution of the Corporation, assets shall be distributed 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, 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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14<sup>th</sup> day of April, 2022.



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Daniel Yamauchi  
Incorporator