

NOTICE OF MEETING FOR THE ADOPTION OR REJECTION OF THE "FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION" AND A "CONFLICT OF INTEREST POLICY" FOR THE CASPER SHOOTERS CLUB, A WYOMING DOMESTIC NONPROFIT CORPORATION

Notice is hereby given that adoption of the "First Amended and Restated Articles of Incorporation" and the adoption of a "Conflict of Interest Policy" for the Casper Shooters Club will be on the agenda for adoption or rejection by written ballot by the membership at the Corporation's regular meeting on Monday, November 5, 2018, at 7:00 o'clock p.m. at the Stuckenhoff Shooters Complex Range Office located at 2330 N. Station Road, Casper, Wyoming 82601.

A true and correct copy of the Original Articles of Incorporation, the proposed First Amended and Restated Articles of Incorporation, and the proposed Conflict of Interest Policy are attached for your reference and review.

These proposed amendments are being made to update the Corporation's Articles of Incorporation to be in line with, and consistent with, changes in Wyoming law as it concerns nonprofit corporations and to adopt the Conflict of Interest Policy. These changes are necessary in order to maintain future eligibility for National Rifle Association grants and assistance from other governmental and non-governmental sources as the land used for the Stuckenhoff Shooters Complex is leased from the City of Casper.

In the event these Amended and Restated Articles of Incorporation and the Conflict of Interest Policy are not passed and adopted by the members present at the meeting, then the Amended and Restated Articles of Incorporation and the Conflict of Interest Policy will not be effective, and the original Articles of Incorporation will remain in full force and effect.

As noted above, the failure to adopt the Amended and Restated Articles of Incorporation and the Conflict of Interest Policy may result in the loss of future grants and other assistance for the maintenance and improvement of the Stuckenhoff Shooters Complex facilities. If the Amended and Restated Articles of Incorporation are adopted by the members, then the directors of the Corporation will execute and certify the Amended and Restated Articles of Incorporation to the Wyoming Secretary of State.

Dated this 1st day of October, 2018.

By: 

Kyle Kuxhausen
President

ARTICLES OF INCORPORATION
(Domestic Nonprofit Corporation)

The undersigned natural adult person, acting as incorporator of a corporation under the Wyoming Nonprofit Corporations Act (17-6-101) adopt the following articles of incorporation.

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Article I

The name of the corporation is "The Casper Shooters Club", referred to as "The Club".

WYOMING
SECRETARY OF STATE

Article II

The term of existence shall be perpetual.

Article III

The purposes for which this corporation is organized are to provide an overseeing body for the City of Casper of the Stuckenhoff Sport Shooters Complex by a citizens' user group, and this organization shall provide operating insurance for the range through its affiliation with the NRA.

Article IV

The organization and control of the internal affairs shall be regulated by a board of directors made up of the following elected officials of The Club: President, Vice President, and Secretary/Treasurer.

Article V

Provisions for distribution of assets upon dissolution are to divide all equally among all eligible active members.

Article VI

The physical address of the initial registered office and the name of the initial registered agent at such address is:

Peggy R. Fry, Secretary/Treasurer
P.O. Box 1432
823 S. Ash St., Apt. C
Casper, WY 82601

Article VII

The names and addresses of the initial directors are:

Dean Andersland, President
260 S. Center
Casper, WY 82601
Cecil Harris, Vice President
2253 W. 42nd
Casper, WY 82604
Peggy Fry
823 S. Ash St., Apt. C
Casper, WY 82601

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SECRETARY OF STATE

Article VIII

There will be no capital stock issued for this corporation.

Executed and acknowledged this twenty-third day of May, 1989.

Peggy R. Fry

State of Wyoming)
County of Natrona)^{SS}

I Linda S. Huy, a notary public, hereby certify that on the 23rd day of May, 1989 personally appeared before me Peggy R. Fry who being by me first duly sworn, severally declared that she is the person who signed the foregoing document as incorporator, and the statements contained therein are true.

Linda S. Huy
Notary Public

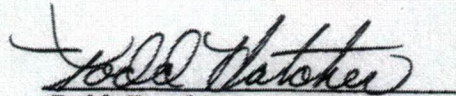
My commission expires: 5/3/92

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WYOMING
SECRETARY OF STATE

April 4, 1989

Secretary of State
State of Wyoming
Cheyenne, WY 82001

As the individual who registered the tradename
"Casper Target Shooters Supply", I hereby consent to the
use of the name of "The Casper Shooters Club" by the non-
profit corporation of Casper, Wyoming, submitted by Bill
Collister.



Todd Hatcher
17 Whitlock Rd.
Casper, WY 82601

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WYOMING
SECRETARY OF STATE

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE
"CASPER SHOOTERS CLUB," A WYOMING DOMESTIC
NONPROFIT CORPORATION**

KNOW ALL MEN BY THESE PRESENTS, that the original Articles of Incorporation for this corporation were filed with the Wyoming Secretary of State on May 24, 1989 (the "Original Articles of Incorporation") and the undersigned present the "First Amended and Restated Articles of Incorporation" of this nonprofit corporation pursuant to the provisions of the Wyoming Nonprofit Corporation Act, W.S. Sections 17-19-101 through 17-19-1807, and do hereby adopt and verify the following First Amended and Restated Articles of Incorporation for this corporation:

ARTICLE I: CORPORATE NAME

The corporate name of this corporation is restated as in the Original Articles of Incorporation as the "Casper Shooters Club."

**ARTICLE II: PERPETUAL EXISTENCE AND DESIGNATION
AS A PUBLIC BENEFIT CORPORATION**

Article II of the Original Articles of Incorporation are restated and amended as follows:

Section 1: The term of existence of the Corporation shall be perpetual.

Section 2: This nonprofit corporation is formed and shall be designated as a public benefit corporation under the provisions of Wyoming law.

ARTICLE III: CORPORATE PURPOSE AND POWERS

Article III of the Original Articles of Incorporation is hereby amended to provide and state as follows:

Section 1: Purpose: the purpose of the Corporation shall be to provide for the social welfare by providing rifle, shotgun, handgun, and archery shooting ranges and related facilities for the safe handling and use of firearms and archery equipment. The Corporation shall provide these facilities for the supervised instruction and practice in the safe and responsible handling and proper care of firearms and archery equipment by the general public and other shooting groups, including, but not limited to, 4-H and other youth organizations. Its facilities shall also be open to reasonable use for shooting competitions that promote the safe handling and use of firearms and archery equipment.

Section 2: Earnings: 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 in carrying out one or more of its purposes), and no member, director, or officer of the Corporation shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

Section 3: Powers: the Corporation shall have all powers as set forth in the Wyoming Nonprofit Corporation Act, as that act may be amended, including, but not being limited to the following powers:

- A. To sue and be sued, complain and defend in all suits and actions, all in its corporate name;
- B. To have a corporate seal;
- C. To purchase, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use and otherwise deal in and with real and personal property, or any interest therein, wherever situated;
- D. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all, or any part of, its property and assets;
- E. To make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, and income;
- F. To conduct its affairs, carry on its operations, have offices and exercise the powers granted by the Wyoming Nonprofit Corporation Act.
- G. To indemnify any director, officer, or employee or former director, officer, or employee of the Corporation against liability and expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding liable for misconduct in the poor performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any bylaw, agreement, vote of the Board of Directors or members, or otherwise;
- H. To impose dues, assessments, or admission fees upon its members, other organizations, and the general public for use of the Corporation's facilities;
- I. To establish conditions and requirements for the admission and use of the Corporation's facilities by members of the Corporation and the general public.

ARTICLE IV: REGULATION OF INTERNAL AFFAIRS

Article IV of the Original Articles of Incorporation regarding the organization and control of the internal affairs of the Corporation is hereby amended to state and provide as follows:

Provisions relative to the regulation of the internal affairs of the Corporation shall be generally set forth in the bylaws of the Corporation, but it is specifically provided that the general management of the affairs of the Corporation shall be exercised by a five (5) member Board of Directors consisting of the following officials: president, vice president, secretary, treasurer, and executive officer; who shall be elected as provided by the corporate bylaws.

ARTICLE V: DISSOLUTION

Article V of the Original Articles of Incorporation is hereby amended to state and provide as follows:

The Corporation may be dissolved with the assent in writing and signed by not less than two-thirds (2/3rds) of the Board of Directors. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to a public benefit corporation, the United States, a state, county, or other entity that is recognized as exempt under section 501(c)(iii) of the Internal Revenue Code, or any successor section.

ARTICLE VI: INITIAL REGISTERED AGENT AND OFFICE

The physical address of the initial registered office and the name of the initial registered agent as set forth in the Original Articles of Incorporation is hereby restated as Peggy R. Fry, secretary/treasurer, PO Box 1432, 873 S. Ash, Apartment C, Casper, Wyoming 82601.

ARTICLE VII: INITIAL CORPORATE DIRECTORS

The names and addresses of the Corporation's initial directors as stated in the Original Articles of Incorporation are hereby restated as follows:

Dean Sersland, President
260 S. Center
Casper, WY 82601

Cecil Harris, Vice President
2253 W. 42nd
Casper, WY 82604

Peggy R. Fry
873 S. Ash St., Apt. C
Casper, WY 82601

ARTICLE VIII: CAPITAL STOCK

The provision in the Original Articles of Incorporation regarding capital stock is hereby restated to provide and state that there will be no capital stock issued for or by this Corporation.

ARTICLE IX: MEMBERSHIP

The Original Articles of Incorporation are hereby amended to add this additional Article IX regarding membership:

The Corporation shall have members consisting of one (1) class of membership, whether designated as a single or family membership as provided in the Corporation's bylaws.

IN WITNESS WHEREOF, the undersigned directors have affixed their signatures on this _____ day of _____, 2018.

Kyle Kuxhausen, President/Director

Bryan Youngberg, Vice President/Director

Tyrell Marlow, Secretary/Director

Paul Nash, Treasurer/Director

Brian Shain, Executive Officer/Director

STATE OF WYOMING)
) ss.
COUNTY OF NATRONA)

The foregoing instrument was acknowledged before me this ____ day of _____, 2018, by KYLE KUXHAUSEN, who, being by me first duly sworn, declared that he signed the foregoing "First Amended and Restated Articles of Incorporation of the Casper Shooters Club, a Wyoming domestic nonprofit corporation" as a Director thereof and that he further verified that the statements contained therein are true to the best of his knowledge and belief.

NOTARY PUBLIC

My commission expires: _____.

STATE OF WYOMING)
) ss.
COUNTY OF NATRONA)

The foregoing instrument was acknowledged before me this ____ day of _____, 2018, by BRYAN YOUNGBERG, who, being by me first duly sworn, declared that he signed the foregoing "First Amended and Restated Articles of Incorporation of the Casper Shooters Club, a Wyoming domestic nonprofit corporation" as a Director thereof and that he further verified that the statements contained therein are true to the best of his knowledge and belief.

NOTARY PUBLIC

My commission expires: _____.

STATE OF WYOMING)
) ss.
COUNTY OF NATRONA)

The foregoing instrument was acknowledged before me this ____ day of _____, 2018, by TYRELL MARLOW, who, being by me first duly sworn, declared that he signed the foregoing "First Amended and Restated Articles of Incorporation of the Casper Shooters Club, a Wyoming domestic nonprofit corporation" as a Director thereof and that he further verified that the statements contained therein are true to the best of his knowledge and belief.

NOTARY PUBLIC

My commission expires: _____.

STATE OF WYOMING)
) ss.
COUNTY OF NATRONA)

The foregoing instrument was acknowledged before me this ____ day of _____, 2018, by PAUL NASH, who, being by me first duly sworn, declared that he signed the foregoing "First Amended and Restated Articles of Incorporation of the Casper Shooters Club, a Wyoming domestic nonprofit corporation" as a Director thereof and that he further verified that the statements contained therein are true to the best of his knowledge and belief.

NOTARY PUBLIC

My commission expires: _____.

STATE OF WYOMING)
) ss.
COUNTY OF NATRONA)

The foregoing instrument was acknowledged before me this ____ day of _____, 2018, by BRIAN SHAIN, who, being by me first duly sworn, declared that he signed the foregoing "First Amended and Restated Articles of Incorporation of the Casper Shooters Club, a Wyoming domestic nonprofit corporation" as the Executive Officer/Director thereof and that he further verified that the statements contained therein are true to the best of his knowledge and belief.

NOTARY PUBLIC

My commission expires: _____.

**CASPER SHOOTERS CLUB, A WYOMING
DOMESTIC NONPROFIT CORPORATION**

CONFLICT OF INTEREST POLICY

**Article I
Purpose**

The purpose of the conflict of interest policy is to protect this organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Article II
Definitions**

1. **Interested Person:** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest as defined below, is an interested person.
2. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors which are not insubstantial.

A financial interest is not necessarily conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides a conflict of interest exists.

Article III Procedures

1. **Duty to disclose:** in connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering a proposed transaction or arrangement.

2. **Determining Whether a Conflict of Interest Exists:** after disclosure of the financial interest and all material facts, and after discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed in voted upon. The remaining board or committee members shall decide if the conflict of interest exists.

3. **Procedures for Addressing a Conflict of Interest:**
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. **Violations of the Conflicts of Interest Policy:**
 - a. If the governing board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis of such belief and afford the member an opportunity to explain the alleged failure to disclose.

 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the

member has failed to disclose actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded on voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement (as by the attached form) which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Article VII
Periodic Reviews**

To ensure the Organization operates in a manner consistent with its purposes and does not engage in activities that could jeopardize its nonprofit/tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management Organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in excess benefit transaction.

**Article VIII
Use of Outside Experts**

In conducting periodic reviews as provided for in article VII, the Organization may, but need not, use outside advisers. If outside experts are used, there use shall not relieve the governing board of its responsibility for insuring periodic reviews are conducted.

Dated and adopted this _____ day of _____, 2018.

Kyle Kuxhausen, President/Director

Bryan Youngberg, Vice President/Director

Tyrell Marlow, Secretary/Director

Paul Nash, Treasurer/Director

Brian Shain, Executive Officer/Director

ANNUAL CONFLICT OF INTEREST AFFIRMATION STATEMENT

I, the undersigned officer and/or director of the Casper Shooters Club, a Wyoming Domestic Non-Profit Corporation, hereby state and affirm that I:

- a. have received a copy of the Conflict of Interest Policy (the "Policy") dated _____, 2018,
- b. have read and understand the Policy,
- c. agree to comply with the Policy, and
- d. understand that the Casper Shooters Club is a nonprofit corporation and in order to maintain its federal tax exemption status it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

By: _____
Printed Name: _____
Title: _____

Date

By: _____
Printed Name: _____
Title: _____

Date

By: _____
Printed Name: _____
Title: _____

Date

By: _____
Printed Name: _____
Title: _____

Date

By: _____
Printed Name: _____
Title: _____

Date