

RESTATED ARTICLES OF INCORPORATION

of

Wyoming Youth in STEM, Inc.
(a Wyoming Non-Profit Corporation)

AUTHORIZATION OF RESTATEMENT

The undersigned acting as the Board of Directors of the above labeled Wyoming non-profit corporation do amend and restate their Articles of Incorporation in their entirety. At present, there are eight (8) board members who each hold one vote. This vote was held at a regularly scheduled board meeting on Tuesday, February 28, 2017 and a unanimous decision resulted favor of accepting the entire restated Articles of Incorporation.

ARTICLE I
Corporation Name

The name of this Wyoming non-profit corporation is:

Wyoming Youth in STEM

ARTICLE II
Registered Agent

The Registered Agent for Wyoming Youth in STEM

is:

Margaret Peterson
215 Bee Road
Riverton, WY 82501

ARTICLE III
Duration / Classification

The duration of this corporation shall be **perpetual**. The classification of Wyoming Youth in STEM is a **public benefit** corporation. The corporation shall be identified as tax-exempt under section 501(c)(3) of the Internal Revenue Service Code.

ARTICLE IV
Directors / Incorporators

The directors of Wyoming Youth in STEM, Inc. are as follows:

Margaret L. Peterson
215 Bee Road
Riverton, WY 82501

Geri Swanson
-
Riverton, WY 82501

Marcia Himes
45 Farview Dr.
Riverton, WY 82501

Maurine Miller
-
Riverton, WY 82501

Nancy Eustice
201 Burma Road
Riverton, WY 82501

ARTICLE V
Members / Stock

Wyoming Youth in STEM shall have **four (4) to ten (10) members**. Members shall consist of the board of directors. **No capital stock or shares of stock** in the Corporation will be issued.

ARTICLE VI
Distribution of Assets upon Dissolution

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 such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

Upon dissolution of Wyoming Youth in STEM, after payment of all remaining obligations, any remaining funds shall be donated to the **CENTRAL WYOMING COLLEGE FOUNDATION**, A Wyoming non-profit foundation associated with Central Wyoming College in Riverton, WY, a two-year institute of higher education.

ARTICLE VII
Purpose of Corporation

- A. This is a public benefit corporation.

- B. This corporation is organized for charitable, religious, educational, or scientific purposes, 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 the corresponding section of any future federal tax code.

The purpose of Wyoming Youth in STEM is to provide the youth of Wyoming with engaging opportunities to learn about careers in science, technology, engineering and mathematics through education, mentoring and community support. Wyoming Youth in STEM will complete these exempt objectives and others as specified in Section 501(c)(3) or corresponding provisions as stated by the Internal Revenue Service. This Wyoming non-profit corporation shall be organized for the following specific purpose:

- a) To request and receive charitable grants, gifts, and bequests of other forms of charitable nature in the form of cash, cash equivalents, or other kinds of intangible personal property to further purpose as described above.

ARTICLE VIII Organization

There shall be adopted bylaws for Wyoming Youth in STEM. These bylaws shall describe members of the board, their designation and their general role in carrying out the purpose of the corporation. The board members shall have the capability to amend these bylaws as needed to ensure the charitable purpose of the corporation continues.

ARTICLE IX Prohibited Activities

The Corporation shall adopt a conflict of Interest Policy which describes malice activities and possible consequences of those actions.

ARTICLE X Personal Inurement

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, 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 VII above. 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) if 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.

These restated Articles of Incorporation were adopted on this _____ day of _____, 2017.

Margaret L. Peterson

Geri Swanson

Marcia Himes

Maurine Miller