

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Wayne W. Williams, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

Process Reversal

is a **Nonprofit Corporation** formed or registered on 03/11/2015 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20151174881.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/10/2015 that have been posted, and by documents delivered to this office electronically through 03/11/2015 @ 19:02:05.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 03/11/2015 @ 19:02:05 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 9122015.



A handwritten signature in blue ink that reads "Wayne W. Williams".

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."



Colorado Secretary of State
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ABOVE SPACE FOR OFFICE USE ONLY

Articles of Incorporation for a Nonprofit Corporation

filed pursuant to § 7-122-101 and § 7-122-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the nonprofit corporation is Process Reversal.
(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the nonprofit corporation's initial principal office is

Street address 7431 E Costilla Ave
(Street number and name)

Centennial CO 80112
(City) (State) (ZIP/Postal Code)

United States
(Province – if applicable) (Country)

Mailing address
(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province – if applicable) (Country)

3. The registered agent name and registered agent address of the nonprofit corporation's initial registered agent are

Name
 (if an individual) Rice Kevin Patrick
(Last) (First) (Middle) (Suffix)

OR
 (if an entity)
(Caution: Do not provide both an individual and an entity name.)

Street address 7431 E Costilla Ave
(Street number and name)

Centennial CO 80112
(City) (State) (ZIP Code)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) CO _____
(State) (ZIP Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name
(if an individual) Rice Kevin Patrick
(Last) (First) (Middle) (Suffix)

OR

(if an entity) _____
(Caution: Do not provide both an individual and an entity name.)

Mailing address 7431 E Costilla Ave
(Street number and name or Post Office Box information)

Centennial CO 80112
(City) (State) (ZIP/Postal Code)

United States
(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. (If the following statement applies, adopt the statement by marking the box.)

The nonprofit corporation will have voting members.

6. Provisions regarding the distribution of assets on dissolution:

See attachment

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

8. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____.
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes. This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

9. The true name and mailing address of the individual causing the document to be delivered for filing are

Rice	Kevin	Patrick	
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
7431 E Costilla Ave			
<small>(Street number and name or Post Office Box information)</small>			
Centennial		CO	80112
<small>(City)</small>		<small>(State)</small>	<small>(ZIP/Postal Code)</small>
		United States	
<small>(Province – if applicable)</small>		<small>(Country)</small>	

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

PROCESS REVERSAL

Articles of Incorporation

Article I - Name

1.01 | Name

The name of this corporation shall be Process Reversal. The business of the corporation may be conducted as Process Reversal or as Process Reversal Corp.

Article II - Duration

2.01 | Duration

The period of duration of the corporation is perpetual.

Article III - Purpose

3.01 | Purpose

Process Reversal is a nonprofit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

It is the mission and purpose of Process Reversal to inspire film and ensure its viability for all.

Our corporation will pursue this mission by providing education through free (or *at-cost*) workshops, lectures and screenings at schools or other public venues that address the contemporary practice of working with film. We will also actively seek out developing public work spaces that house and make available all the necessary materials and equipment for individuals to work with and learn about film.

To maximize the impact of our activities in the pursuit of our purpose, we may seek to collaborate with other non-profit organizations which fall under the 501(c)(3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will offer opportunities for involvement in said activities and programs in order to have a greater impact for change.

3.02 | Public Benefit

Process Reversal is designated as a public benefit corporation.

Article IV - Nonprofit Nature

4.01 | Nonprofit Nature

Process Reversal is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. No part of the net earnings of Process Reversal 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 the purpose clause 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 any candidate for public office.

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.

Process Reversal 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 educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 | Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Process Reversal of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 | Dissolution

Upon termination or dissolution of Process Reversal, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Process Reversal hereunder shall be selected by the discretion of a majority of the managing body of Process Reversal and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Process Reversal by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Colorado.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Colorado to be added to the general fund.

4.04 | 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, directors, 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 Article III, Section 3.01.

4.05 | 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 (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 | Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal

Revenue Code, or the corresponding section of any future federal tax code, or (II) 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.

Article V - Board of Directors

5.01 | Governance

Process Reversal shall be governed by its board of directors.

5.02 | Initial Directors

The initial directors of the corporation shall be Andrew Busti, Sarah Biagini, Eric Coombs, Taylor Dunne and Kevin Rice.

Article VI - Membership

6.01 | Membership

Process Reversal shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

Article VII - Amendments

7.01 | Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

Article VIII - Principal Office Address

8.01 | Corporate Address

The physical address & mailing address of the corporation is:

7431 E Costilla Ave.
Centennial, Colorado 80112

Article IX - Registered Agent Information

9.01 | Registered Agent

The registered agent of the corporation shall be:

Kevin Rice
7431 E Costilla Ave.
Centennial, Colorado 80112

9.02 | Acknowledgment of consent to appointment as registered agent

I, Kevin Rice, agree to be the registered agent for Process Reversal as appointed herein.

Article X - Incorporators

10.01 | Incorporators

The incorporators of the corporation are as follow:

Kevin Rice
7431 E Costilla Ave.
Centennial, Colorado 80112

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of *Process Reversal* were approved by the board of directors on February 22nd, 2015 and constitute a complete copy of the Articles of Incorporation of Process Reversal.

Andrew Busti
1429 Vine Street #6
Denver, CO 80206

Sarah Biagini
393 Bird Avenue
Buffalo, NY 14213

Eric Coombs
393 Bird Avenue
Buffalo, NY 14213

Taylor Dunne
601 Baseline Road
Boulder, CO 80302

Kevin Rice
7431 E Costilla Ave
Centennial, CO 80112

Registered Agent: Kevin Rice

Date: February 22nd, 2015

A handwritten signature in black ink, appearing to read "Kevin Rice", is written over a horizontal line.