RESOLUTION NO. R-78-2003

RESOLUTION AUTHORIZING THE CREATION OF THE COMMISSION FOR LAS VEGAS CENTENNIAL, A NEVADA NONPROFIT CORPORATION, AND PROVIDING OTHER MATTERS RELATING THERETO

WHEREAS, the City of Las Vegas is authorized to undertake activities for its public benefit and to promote the common good and general social welfare of the people in the greater Las Vegas metropolitan area; and

WHEREAS, in connection therewith, the City Council is promoting and commemorating the centennial anniversary of the City of Las Vegas; and

WHEREAS, the City Council finds it to be in the best interests of the City of Las Vegas to establish a nonprofit corporation under the laws of the State of Nevada to be known as the Commission for the Las Vegas Centennial whose purpose shall be to engage in, advance, support and promote the health and social welfare of the City of Las Vegas, facilitate fundraising activities for the Las Vegas Centennial anniversary (the "Las Vegas Centennial"), and other purposes contemplated by Section 501(c)(3) of the Internal Revenue Code and provide for other matters related thereto.

NOW, THEREFORE, the City of Las Vegas does hereby resolve as follows:

SECTION 1. The City Council hereby authorizes the creation of a nonprofit corporation to be incorporated under the laws of the State of Nevada to engage in, advance, support and promote the health and social welfare of the City of Las Vegas and its citizens, facilitate fundraising and related activities for the Las Vegas Centennial and other purposes contemplated by Section 501(c)(3) of the Internal Revenue Code and further the goals and objectives of said corporation; and

SECTION 2. That Steve Houchens and Mark Vincent be, and they hereby are, appointed and designated as and authorized to act as the first incorporators and directors ("Incorporators") to cause such nonprofit corporation, to be known as the Commission for the Las Vegas Centennial; and

SECTION 3. That the Incorporators are hereby authorized to approve and execute the Articles of Incorporation for Commission for the Las Vegas Centennial to be in substantially the form attached hereto as Exhibit "A"; and

SECTION 4. That the Incorporators be, and they hereby are, empowered to authorize the expenditures of such funds of the City of Las Vegas as may be necessary to incorporate the Commission for the Las Vegas Centennial and for the corporation to engage in activities related to the Las Vegas Centennial; and

SECTION 5. That the Incorporators be, and they hereby are, empowered to perform any and all other necessary acts to incorporate and organize the Commission for the Las Vegas Centennial including, but not limited to, approving the Bylaws to be in substantially the form attached hereto as Exhibit "B" and applying for federal tax-exempt status of said corporation.

SECTION 6. That the City of Las Vegas approves an Indemnification Agreement with each incorporator, director and officer of the corporation, and authorizes the Mayor to execute the same on the City's behalf.

THE FOREGOING RESOLUTION was passed, adopted and approved this 7 day of May, 2003.

CITY OF LAS VEGAS

By: [signature]
OSCAR B. GOODMAN, Mayor

ATTEST:

[signature]
BARBARA JO RONEMUS, City Clerk

APPROVED AS TO FORM:

[signature] 4/25/03
Date

SECRETARY OF STATE

STATE OF NEVADA

CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **COMMISSION FOR THE LAS VEGAS CENTENNIAL** did on **June 4, 2003** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on **June 4, 2003.**

DEAN HELLER
Secretary of State

By

Certification Clerk

C13285-03
FILED #

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IN THE OFFICE OF
DEAN HELLER SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

COMMISSION FOR THE LAS VEGAS CENTENNIAL

The undersigned incorporators, desiring to form a nonprofit corporation pursuant to Chapter 82 of the Nevada Revised Statutes, adopt the following Articles of Incorporation for Commission for the Las Vegas Centennial (the "Corporation").

ARTICLE I

NAME

The name of the Corporation is Commission for the Las Vegas Centennial.

ARTICLE II

RESIDENT AGENT

The name and address of the Corporation's initial resident agent is City Attorney's Office, 400 Stewart Avenue, 9th Floor, Las Vegas, Nevada 89101.

ARTICLE III

PURPOSE AND POWERS

3.01 Purposes Generally. The purpose of the Corporation is to engage in any lawful act or activity for which corporations which may be organized under Chapter 82 of the Nevada Revised Statutes. Within the framework and limitations of the foregoing, the Corporation is organized and shall be operated to engage in, advance, support, and promote the health and social welfare of the City of Las Vegas and its citizens. The Corporation is organized exclusively for one or more of the purposes as contemplated in Section 115, 170(c) and 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions of its income to the City of Las Vegas and the political subdivisions thereof and to other organizations that qualify as exempt organizations under Sections 115, 170(c) and 501(c)(3) of the Internal Revenue Code.

3.02 Statutory Powers. For the foregoing purposes, the Corporation shall have all powers afforded by Chapter 82 of the Nevada Revised Statutes, including, without limitation, the power to solicit gifts, grants, and contributions from all persons whomsoever for use in furtherance of the above stated purposes; to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, outright or in trust; to hold, own, expend, give, grant, contribute, convey, transfer, and dispose of any funds and property and the income therefrom in furtherance of the above stated purposes, and to lease, mortgage, encumber and use the same; to borrow money and incur indebtedness, and in connection therewith, to draw, make, accept, endorse, execute, and issue notes, drafts, bills of exchange, bonds, debentures, or any other negotiable or nonnegotiable instruments or evidences of payment thereof and any interest thereon by mortgage, pledge, deed of trust, assignment, or otherwise on, of, or with respect to all or any part of the Corporation; to invest in, acquire, hold, pledge, sell, exchange, transfer, or otherwise dispose of securities of any nature and to exercise all the rights, powers, and privileges of ownership thereof, including any and all voting rights; to act as trustee or cotrustee of trusts and to otherwise act in a fiduciary capacity when so designated in any intervivos or testamentary instruments, and in such capacity, to be named as beneficiary of insurance policies or annuity contracts; to contract with private parties and federal, state, and local governments and their agencies and instrumentalities; to be a member of other nonprofit corporations; and such other powers that are consistent with the foregoing purposes and that are afforded by Chapter 82 of the Nevada Revised Statutes.

ARTICLE IV

PROHIBITED ACTS

The Corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to any director or officer of the Corporation or any other private person, and no part of the net income or net earnings of the Corporation shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any private person, provided, however, that the Corporation may pay reasonable compensation for services rendered to or for the benefit of the Corporation and may make such other payments and distributions to nonprofit corporation members and the City of Las Vegas or its political subdivisions as permitted by Article IV herein. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall not participate in nor intervene in (including, without limitation, the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not lend money to, guaranty, or pledge its assets as security for an obligation of or become a surety for or otherwise financially assist any person or organization, except as permitted by Sections 82.131 and 82.136 of the Nevada Revised Statutes.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The members of the governing board of the Corporation shall be styled directors. The initial Board of Directors shall consist of two (2) directors, and the name and address of the persons who shall serve as the directors until their successors are elected and qualified, are:

Name	Address
Steve Houchens	400 Stewart Avenue, 8th Floor Las Vegas, Nevada 89101
Mark Vincent	400 Stewart Avenue, 6th Floor Las Vegas, Nevada 89101

The number of directors may be increased or decreased from time to time in the manner provided in the Bylaws of the Corporation.

All of the directors of the Corporation shall be appointed by the Mayor of Las Vegas and ratified by the Las Vegas City Council.

ARTICLE VI

INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including an action by or in the right of the Corporation, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including, without limitation, attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE VII

LIMITATION OF OFFICER AND DIRECTOR LIABILITY

No officer or director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as an officer or director; provided, however, that this Article VIII shall not eliminate or limit the liability of an officer or director to the extent provided by applicable law for acts or omissions that involve intentional misconduct, fraud, or a knowing violation of law. The limitation of liability provided herein shall continue after an officer or director has ceased to occupy such position as to acts or omissions occurring during such officer's or director's term or terms of office, and no amendment or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any officer or director of the Corporation for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal.

ARTICLE VIII

BYLAWS

The Corporation shall adopt Bylaws containing provisions relating to the management and regulation of the affairs of the Corporation consistent with law and these Articles of Incorporation. The power to adopt, amend, restate, and repeal the Bylaws is reserved to the Las Vegas City Council. The Corporation shall not adopt Bylaws inconsistent with the provisions of these Articles of Incorporation.

ARTICLE IX

MEMBERS

The Corporation shall have no members.

ARTICLE X

DISTRIBUTION OF ASSETS AND DISSOLUTION

The Corporation may be dissolved in accordance with the laws of the State of Nevada; provided, however, that action to dissolve the Corporation shall require the affirmative approval of the Board of Directors of the Corporation. Upon dissolution, and after payment of all liabilities and obligations of the Corporation and all costs and expenses incurred in association with the dissolution and winding up of the affairs of the Corporation, any remaining assets shall be distributed to the City of Las Vegas or a political subdivision thereof for a public purpose, or among such one or more corporations, associations, trust, foundations, and institutions that are then in existence and that are organized and operated exclusively for one or more purposes described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code and that are exempt from federal income taxation under Section Sections 115 or 501(a) of the Internal Revenue Code, or shall be distributed to the federal government, or to some other state or local government, for a public purpose, all in such proportion as shall be determined by: (a) the Board of Directors of the Corporation, if the dissolution of the Corporation is not required by the laws of the State of Nevada; or (b) a court of competent jurisdiction, if the dissolution of the Corporation is required by the laws of the State of Nevada.

Notwithstanding anything to the contrary herein contained in this Article X, if the assets at the time of dissolution are held by the Corporation in trust or upon condition or subject to any executory or special limitation, and if the condition or limitation occurs by reason of the dissolution of the Corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, condition or limitation.

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended, altered, restated, or repealed to the extent and in the manner prescribed by the laws of the State of Nevada; provided, however, that any such action shall require the affirmative approval of the Board of Directors of the Corporation.

ARTICLE XII

CITATIONS

All references in these Articles of Incorporation to a particular section of the Internal Revenue Code shall mean and include such section and any provision of the Internal Revenue Code of 1986, as now enacted or as hereafter amended, and all other federal laws as may now or hereafter be applicable or cognate to such section. All references in these Articles of Incorporation to particular or general provisions of the Nevada Revised Statutes or laws shall mean and include such particular provision of Nevada law as now enacted or as hereafter amended or such general provisions of Nevada law as may, now, or hereafter be applicable or cognate to such provisions.

ARTICLE XIII

INCORPORATORS

The name and address of the incorporators of the Corporation are:

Name	Address
Steve Houchens	400 Stewart Avenue, 8th Floor Las Vegas, Nevada 89101
Mark Vincent	400 Stewart Avenue, 6th Floor Las Vegas, Nevada 89101

All powers, duties, and responsibilities of the incorporator shall cease upon the filing of these Articles of Incorporation with the Secretary of State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand this 16th day of May, 2003.

INCORPORATORS

Steve Houchens

Mark Vincent

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

On this 16th day of May, 2003, personally appeared before me, a notary public in and for said county and state, Steve Houchens, known (or proved) to me to be the person described in and who executed the foregoing instrument and who acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

Carolyn Marinello
Notary Public

Notary Public - State of Nevada
COUNTY OF CLARK
CAROLYN MARINELLO
No. 94-0918-1 My Appointment Expires Feb. 11, 2004

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

On this 14th day of MAY, 2003, personally appeared before me, a notary public in and for said county and state, Mark Vincent, known (or proved) to me to be the person described in and who executed the foregoing instrument and who acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

ANN C. BONK
Notary Public, State of Nevada
Appointment No. 97-4782-1
My Appt. Expires Nov 18, 2005

Ann C Bonk
Notary Public

C13285-03

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IN THE OFFICE OF

DEAN HELLER SECRETARY OF STATE

CERTIFICATE OF ACCEPTANCE
OF APPOINTMENT BY RESIDENT AGENT

In the matter of Commission for the Las Vegas Centennial, we, City Attorney's Office, with address at 400 Stewart Avenue, 9th Floor, Las Vegas, County of Clark, State of Nevada 89101, hereby accept the appointment as Resident Agent of the above-entitled corporation in accordance with NRS §82.141.

IN WITNESS WHEREOF, I hereunto set my hand this 20th day of MAY, 2003.

CITY ATTORNEY'S OFFICE
RESIDENT AGENT

By: [signature]
Teresita L. Ponticello
Title: Deputy City Attorney

EXHIBIT "B"

BYLAWS

OF

COMMISSION FOR THE LAS VEGAS CENTENNIAL

I.

Offices

1. Registered Office.

The registered office of Commission for the Las Vegas Centennial, a Nevada corporation (the "Corporation"), shall be located at 400 Stewart Avenue, Las Vegas, Nevada 89101.

2. Other Offices.

The Corporation may also have offices at such other places both within and without the State of Nevada as the Board of Directors may from time to time determine or the business of the Corporation may require.

II.

Purposes of Corporation

1. Purposes Generally.

The Corporation is organized exclusively for one or more of the purposes as contemplated and specified in Sections 115, 170(c), and 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to the City of Las Vegas or political subdivisions thereof or to other organizations that qualify as exempt organizations under Sections 170(c) and 501(c)(3) of the Internal Revenue Code.

2. Specific Objectives and Purposes.

The specific objectives and purposes of the Corporation shall be to engage in, advance, support, and promote the health and social welfare of the City of Las Vegas and its citizens through the distributions of the proceeds to the City of Las Vegas or a political subdivision thereof for public purposes, or to a social welfare organization or charitable organization.

III.

Board of Directors

1. General Powers.

The business and affairs of the Corporation shall be managed by the Board of Directors.

2. Number, Term, and Election.

Unless otherwise provided in the Articles of Incorporation, the Board of Directors shall consist of two (2) members. Within the limitations, if any, expressed in the Articles of Incorporation, the number of Directors of the Corporation may be increased or decreased from time to time, by the affirmative vote of the Las Vegas City Council. Notwithstanding anything to the contrary contained herein, this section of the Bylaws may be amended only by the affirmative vote of the Las Vegas City Council. Unless otherwise provided in the Articles of Incorporation or these Bylaws, Directors shall hold office until his or her successor shall be elected and qualified. The Las Vegas City Council shall elect all of the directors of the Corporation.

3. Place of Meeting.

The Board of Directors may hold its meetings at such place or places as it may from time to time by resolution determine or as shall be designated in any notices or waivers of notice thereof. Any such meeting, whether regular or special, may be held by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at such meeting.

4. Annual Meetings.

Regular meetings of the Board of Directors shall be held annually for the purpose of organization and the transaction of other business at the place where regular meetings of the Board of Directors are held, and no notice of such meeting shall be necessary in order to legally hold the meeting, provided that a quorum is present. If such meeting is not held as provided above, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for a special meeting of the Board of Directors, or in the event of waiver of notice, as specified in the written waiver of notice.

5. Other Regular Meetings.

Other regular meetings of the Board of Directors may be held at such times and places as the Board of Directors shall from time to time by resolution determine. Notice of all such regular meeting shall be in the manner provided for in Section 6 below.

6. Special Meetings; Notice.

Special meetings of the Board of Directors shall be held whenever called by a majority of the Directors in office. Notice shall be given, in the manner hereinafter provided, of each such special meeting, which notice shall state the time and place of such meeting, but need not state the purposes thereof. At least three (3) business days' notice of such meeting shall be given to each director, either personally or by mail, postage prepaid, addressed to such director at the address appearing in the records of the Corporation. Such notice shall contain the date, time and place of the meeting and a specific description of the business to be transacted thereat. Such notice shall be posted and comply with Nevada Open Meeting Law, NRS Chapter 241. No business shall be transacted at any special meeting except that specifically described in the notice of such meeting. Special meetings shall be validly held only by compliance with this Section, and no waiver of notice or consent to the holding of such meeting or the minutes thereof shall be effective for any purpose whatsoever.

7. Quorum and Manner of Acting.

A majority of the whole Board of Directors shall be present in person at any meeting of the Board of Directors in order to constitute a quorum for the transaction of business at such meeting, and except as otherwise specified in these Bylaws and except also as otherwise expressly provided by Chapter 82 of the Nevada Revised Statutes, the vote of a majority of the Directors present at any such meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum from any such meeting, a majority of the Directors present thereat may adjourn such meeting from time to time to another time or place without notice other than announcement at the meeting until a quorum shall be present thereat. The Directors shall act only as a Board and the individual Directors shall have no power as such. All meetings shall be conducted in compliance with the Nevada Open Meeting Law, NRS Chapter 241.

8. Organization.

At each meeting of the Board of Directors, the President, or if he or she is absent therefrom, a Director chosen by a majority of the Directors present thereat, shall act as chairman of such meeting and reside thereat. The Secretary, or if he or she is absent, the person (who shall be an Assistant Secretary, if any and if present) whom the chairman of such meeting shall appoint, shall act as Secretary of such meeting and keep the minutes thereof.

9. Participation of City Officials.

The City Manager or designee and any councilperson of the City Council of the City of Las Vegas shall be entitled to make recommendations to the Board of Directors or any committee thereof with respect to any matter at any meeting thereof. The City Manager or designee and each councilperson of the City Council or their authorized representatives shall have the right to attend any meeting of the Board of Directors or any committee thereof with the right of debate, but he/she shall not be entitled to vote on any matter considered by the Board of Directors or any committee thereof.

10. Intentionally Deleted.

11. Resignations.

Any Director may resign at any time by giving written notice of his or her resignation to the Corporation. Any such resignation shall take effect at the time specified therein, or if the time when it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the President or the Secretary; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

12. Removal of Directors.

Directors may be removed, with or without cause and from time to time, as provided by Chapter 82 of the Nevada Revised Statutes then in effect.

13. Vacancies.

Vacancies and newly created directorships resulting from any increase in the authorized number of Directors may be filled by the affirmative vote of the Las Vegas City Council. If one or more Directors shall resign from the Board of Directors, effective at a future date, the Las Vegas City Council by affirmative vote, shall have the power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each Director so chosen shall hold office as provided in this Section in the filling of other vacancies.

14. Compensation.

Unless otherwise expressly provided by affirmative vote of the Las Vegas City Council, no Director shall receive any compensation for his or her services as a Director. The Board of Directors may at any time and from time to time by resolution provide that Directors shall be paid their actual expenses, if any, of attendance at each meeting of the Board of Directors. Nothing in this Section shall be construed as precluding any Director from serving the Corporation in any other capacity and receiving compensation therefor.

IV.

Officers

1. Number.

The Corporation shall have the following officers: a President, a Secretary, and a Treasurer. At the discretion of the Board of Directors, the Corporation may also have one or more Vice Presidents, one or more Assistant Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Any two or more offices may be held by the same person.

2. Election and Term of Office.

The officers of the Corporation shall be elected annually by the Board of Directors. Each such officer shall hold office until his or her successor is duly elected or until his or her earlier death or resignation or removal in the manner hereinafter provided.

3. Agents.

In addition to the officers mentioned in Section 1 of this Article IV, the Board of Directors may appoint such agents as the Board of Directors may deem necessary or advisable, each of which agents shall have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer or to any committee the power to appoint or remove any such agents.

4. Removal.

Any officer may be removed, with or without cause, at any time by resolution adopted by a majority of the whole Board of Directors.

5. Resignations.

Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, the President, or the Secretary. Any such resignation shall take effect at the times specified therein, or if the time when it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the Board of Directors, the President, or the Secretary; and unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective.

6. Vacancies.

A vacancy in any office due to death, resignation, removal, disqualification, or any other cause may be filled for the unexpired portion of the term thereof by the Board of Directors.

7. President.

The President shall be the chief executive officer of the Corporation and shall have, subject to the control of the Board, general and active supervision and direction over the business and affairs of the Corporation and over its several officers. The President shall: (a) preside at all meetings of the Board; (b) see that all orders and resolutions of the Board are carried into effect; (c) have the authority to sign, execute, and deliver in the name of the Corporation all deeds, mortgages, bonds, contracts, or other instruments authorized by the Board, except in cases in which the signing, execution, or delivery thereof is expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or when any of them are required by law otherwise to be signed, executed, or delivered; and (d) have the authority to cause the corporate seal, if any, to be affixed to any instrument that requires it. In general, the President shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned to him or her by the Board.

8. Vice President.

A Vice President and any additional Vice Presidents shall have such powers and perform such duties as the President or the Board of Directors may from time to time prescribe and shall perform such other duties as may be prescribed by these Bylaws. At the request of the President or in case of his or her absence or inability to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.

9. Secretary.

The Secretary shall: (a) record all the proceedings of the Board of Directors and the Executive Committee, if any, in one or more books kept for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be the custodian of all contracts, deeds, documents, all other indicia of title to properties owned by the Corporation, other corporate records (except accounting records), and of the corporate seal, if any, and affix such seal to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

10. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds, securities, notes, and valuable effects of the Corporation; (b) receive and give receipt for moneys due and payable to the Corporation from any sources whatsoever; (c) deposit all such moneys to the credit of the Corporation or otherwise as the Board of Directors or the President shall direct in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; (d) cause such funds to be disbursed by checks or drafts on the authorized depositories of the Corporation signed as provided in Article VI of these Bylaws; (e) be responsible for the accuracy of the amounts of and cause to be preserved proper vouchers for all moneys so disbursed; (f) have the right to require from time to time reports or statements giving such information as he or she may desire with respect to any and all financial transactions of the Corporation from the officers or agents transacting the same; (g) render to the President or the Board whenever they, respectively, shall request him or her so to do an account of the financial condition of the Corporation and of all his or her transactions as Treasurer; and (h) upon request, exhibit or cause to be exhibited at all reasonable times the cash books and other records to the President, any of the Directors of the Corporation, the City Manager or designee of the City of Las Vegas, or any

councilperson of the City Council of the City of Las Vegas. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

11. Assistant Officers.

Any persons elected as assistant officers shall assist in the performance of the duties of the designated office and such other duties as shall be assigned to them by any Vice President, the Secretary, or the Treasurer, as the case may be, or by the Board of Directors or the President.

V.

Committees

1. Executive Committee; How Constituted and Powers.

The Board of Directors, by resolution adopted by a majority of the whole Board of Directors, may designate one or more of the Directors then in office to constitute an Executive Committee, which shall have and may exercise between meetings of the Board of Directors all the delegable powers of the Board of Directors to the extent not expressly prohibited by Chapter 82 of the Nevada Revised Statutes or by resolution of the Board of Directors. The Board may designate one or more Directors as alternate members of the Executive Committee who may replace any absent or disqualified member at any meeting of the Executive Committee. Each member of the Executive Committee shall continue to be a member thereof only during the pleasure of a majority of the whole Board of Directors.

2. Executive Committee; Organization.

The President shall act as chairman at all meetings of the Executive Committee, and the Secretary shall act as secretary thereof. In case of the absence from any meeting of the President or the Secretary, the Executive Committee may appoint a chairman or secretary, as the case may be, of the meeting.

3. Executive Committee; Meetings.

Regular meetings of the Executive Committee may be held on such days and at such places as shall be fixed by resolution adopted by a majority of the Executive Committee and communicated to all its members. Special meetings of the Executive Committee shall be held whenever called by the President or a majority of the members thereof then in office. Notice of each special meeting of the Executive Committee shall be given in the manner provided in Section 6 of Article III of these Bylaws for special meetings of the Board of Directors. Subject to the provisions of this Article V, the Executive Committee by resolution adopted by a majority of the whole Executive Committee shall fix its own rules of procedure, and it shall keep a record of its proceedings and report them to the Board of Directors at the next regular meeting thereof after such proceedings have been taken. All such proceedings shall be subject to revision or alteration by the Board of Directors; provided, however, that third parties shall not be prejudiced by any such revision or alteration.

4. Executive Committee; Quorum and Manner of Acting.

A majority of the Executive Committee shall constitute a quorum for the transaction of business, and except as specified in Section 3 of this Article V, the act of a majority of those present at a meeting thereof at which a quorum is present shall be the act of the Executive Committee. The members of the Executive Committee shall act only as a committee, and the individual members shall have no power as such.

5. Other Committees.

The Board of Directors, by resolution adopted by a majority of the whole Board of Directors, may constitute other committees, which shall in each case consist of one or more of the Directors and at the discretion of the Board of Directors, such officers who are not Directors. The Board of Directors may designate one or more Directors or officers who are not Directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. Each such committee shall have and may exercise such powers as the Board of Directors may determine and specify in the respective resolutions appointing them; provided, however, that unless all of the members of any committee shall be Directors, such committee shall not have authority to exercise any of the powers of the Board of Directors in the management of the business and affairs of the Corporation. A majority of all the members of any such committee may fix its rules of procedure, determine its action, fix the time and place of its meetings, and specify what notice thereof, if any, shall be given, unless the Board of Directors shall otherwise by resolution provide. The notice of a meeting shall comply with NRS Chapter 41, Open Meeting Law.

6. Resignations.

Any member of the Executive Committee or any other committee may resign therefrom at any time by giving written notice of his or her resignation to the President or the Secretary. Any such resignation shall take effect at the time specified therein, or if the time when it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the President or the Secretary; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7. Vacancies.

Any vacancy in the Executive Committee or any other committee shall be filled by the vote of a majority of the whole Board of Directors.

8. Compensation.

Unless otherwise expressly provided by resolution adopted by the Board of Directors, no member of the Executive Committee or any other committee shall receive any compensation for his or her services as a committee member. The Board of Directors may at any time and from time to time by resolution provide that committee members shall be paid a fixed sum for attendance at each committee meeting or a stated salary as a committee member. In addition, the Board of Directors may at any time and from time to time by resolution provide that such committee members shall be paid their actual expenses, if any, of attendance at each committee meeting. Nothing in this Section shall be construed as precluding any committee member from serving the Corporation in any other capacity and receiving compensation therefor, but the Board of Directors may by resolution provide that any committee member receiving compensation for his or her services to the Corporation in any other capacity shall not receive additional compensation for his or her services as a committee member.

9. Dissolution of Committees; Removal of Committee Members.

The Board of Directors, by resolution adopted by a majority of the whole Board of Directors, may, with or without cause, dissolve the Executive Committee or any other committee, and, with or without cause, remove any member thereof.

VI.

Business of the Corporation

1. Execution of Contracts.

Except as otherwise required by law or by these Bylaws, any contract or other instrument may be executed and delivered in the name of the Corporation and on its behalf by the President or any Vice President. In addition, the Board of Directors may authorize any other officer or officers or agent or agents to execute and deliver any contract or other instrument in the name of the Corporation and on its behalf, and such authority may be general or confined to specific instances as the Board of Directors may by resolution determine.

2. Attestation.

Any Vice President, the Secretary, or any Assistant Secretary may attest the execution of any instrument or document by the President or any other duly authorized officer or agent of the Corporation and may affix the corporate seal, if any, in witness thereof, but neither such attestation nor the affixing of a corporate seal shall be requisite to the validity of any such document or instrument.

3. Checks, Drafts.

All checks, drafts, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed (except endorsements for collection for the account of the Corporation or for deposit to its credit, which shall be governed by the provisions of Section 4 of this Article VI) by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

4. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation or otherwise as the Board of Directors or the President shall direct in general or special accounts at such banks, trust companies, savings and loan associations, or other depositories as the Board of Directors may select or as may be selected by any officer or officers or agent or agents of the Corporation to whom power in that respect has been delegated by the Board of Directors. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts, and other orders for the payment of money that are payable to the order of the Corporation may be endorsed, assigned, and delivered by any officer or agent of the Corporation. The Board of Directors may make such special rules and regulations with respect to such accounts, not inconsistent with the provisions of these Bylaws, as it may deem expedient.

5. Audit.

The accounts of the Corporation shall be audited at least once a year by a competent accounting firm, which does not have as a member, shareholder, partner or employee, any member of the Board of Directors. A financial statement based upon such audit shall be made available to the member upon request, and a copy of said audit shall be supplied to any regulatory agency and the City Manager of the City of Las Vegas upon request.

6. Fiscal Year.

The fiscal year of the Corporation shall commence on July 1st and end on June 30th of each following calendar year.

VII.

Seal

A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation. Nevertheless, if in any instance a corporate seal is used, the same shall be in the form of a circle and shall bear the full name of the Corporation and the year and state of incorporation or words and figures of similar import.

VIII.

Indemnification of Directors and Officers

1. General.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including, without limitation, attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. Derivative Actions.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including, without limitation, amounts paid in settlement and attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that a court of competent jurisdiction in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses.

3. Indemnification in Certain Cases.

To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in

Sections 1 and 2 of this Article VIII, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including, without limitation, attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

4. Procedure.

Any indemnification under Sections 1 and 2 of this Article VIII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such Sections 1 and 2. Such determination shall be made: (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or (b) if such a quorum is not obtainable, or even if obtainable, and a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

5. Advances for Expenses.

Expenses incurred by a director, officer, employee, or agent of the Corporation in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount if it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VIII.

6. Rights Not Exclusive.

The indemnification and advancement of expenses provided by or granted pursuant to this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

7. Insurance.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VIII.

8. Definition of Corporation.

For the purposes of this Article VIII, references to the "Corporation" include, in addition to the resulting corporation, all constituent corporations (including any constituent of a constituent) absorbed in consolidation or merger that, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees, and agents so that any person who is or was a director, officer, employee, or agent of such constituent corporation or is or was serving at the request of such constituent corporation as an director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise shall stand in the same position under the provisions of this Article VIII with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

9. Other Definitions.

For purposes of this Article VIII, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; references to "serving at the request of the Corporation" shall include any service as a director, officer, employee, or agent of the Corporation that imposes duties on or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article VIII.

10. Continuation of Rights.

The indemnification and advancement of expenses provided by or granted pursuant to this Article VIII shall continue as to a person who has ceased to be a Director, officer, employee, or agent of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person. No amendment to or repeal of this Article VIII shall apply to or have any effect on the rights of any Director, officer, employee, or agent under this Article VIII that came into existence by virtue of acts or omissions of such Director, officer, employee, or agent occurring prior to such amendment or repeal.

IX.

Amendments

These Bylaws may be repealed, altered, or amended by the affirmative vote of the Board of Directors.