

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.