

Blackspire Non-Profit Member Organization

Proposals and Outline

To start this document off I would like to make a few points clear:

- This was put together in good faith, to help the populace see important events, laws, and documents in one place
- This document is long, but all cited sources will be noted and able to be referenced at the bottom of the document, cite reference will say “See (X)”
- All this information can be found publicly

Proposals and Information:

These are the proposals I am putting forth, and brought up for discussion at our 6/6/26 member meeting:

- 1) Revert the Bylaws to the version prior to the legal advice/recommendations given by the lawyer.
 - a) As the advice was given based on us not being a Member Organization which we are in fact a Member Organization. That is found in our original filings with the Secretary of State.
- 2) Remedy the misfiling of becoming a Public Benefit, over a Mutual Benefit.
 - a) I saw the article of amendment in our Secretary of State filings as adopted on 4/2/26.
 - b) I bring this up as it was not brought forth to the members first and isn't something the board can change on their own.
- 3) Correct the IRS filing of being a 501(c)(3) Nonprofit to filing as a 501(c)(7) Nonprofit.
 - a) We terminate the current 501(c)(3) via a letter to the IRS and then fill out form 1024 for becoming a 501(c)(7).
- 4) Immediately get all of the tax filings for the IRS and OR Department of Justice brought to current.

Important Information:

- The original filing for Blackspire was done on September 4th, 2008 by James Hayes. The name of the organization is Blackspire Inc, Kingdom of Amtgard and made us a Non-Profit Member Organization. This filing can be found with the Secretary of State. See (18)
 - At this time we only filed as a nonprofit with the state, and it's not uncommon for small organizations to do this when not using an attorney. It's old enough that the state and DOJ didn't talk back then. Now, within months of setting up with the state, DOJ will send notice if a nonprofit didn't register/file with them too. Unlike the IRS and state which even today don't share info on new registrations. So it can happen where a nonprofit set up isn't completed with all the agencies and no notices sent to tell the organization that it didn't do a complete registration.
 - Prior to 2024 there isn't anything indicating any prior registration with DOJ (not until very recently).
- On June 1st, 2010 an amendment was filed to change our NPO filing to Mutual Benefit instead of Public Benefit. See (19)
- Then on February 12th, 2020 the name of the business was changed to Blackspire. See (20)
 - This was done to try and avoid back taxes as they hadn't been filed or done at all since the organization was formed. This was recommended by a tax professional.
 - This was simply a name change and did not change how we were filed as an organization.
 - Looking further into this, a name change doesn't avoid taxes. On the Secretary of State site both names are linked via the ID number and still hold us responsible for getting those taxes fixed all the way back to 2008.
- The member organization filing status comes with specific outlines for the members of this organization as Statutory Members.
 - General Terms familiar to us is that the MiGs members of the populace are able to elect our officers, remove officers, vote on changes to officers, and vote to dissolve the organization. The MiGs members also have a right to vote on changes to our articles or bylaws and inspect corporate records. Our MiGs are outlined in the Bylaws for how we obtain that status. See (3)(4)(5)

- Just recently adopted on 4/2/26 the Board amended our articles as a Public Benefit from being a Mutual Benefit. See (21)
 - Since we have voting members then ORS 65.437 would come into play, and therefore amending our articles to a Public Benefit requires the action to be ratified by the members of the organization. See (15)(16)
 - This was done before the board meeting on 4/12/26, and there was no notice prior, we were told that there were discussions had, and this isn't laid out those minutes
- The Board enacted an entirely reworked Bylaws without going through the voting members for approval and this is:
 - One, against our own Bylaws,

Bylaws section 4.1.3 states:

“The board of directors shall have no power to change, alter, or otherwise affect the bylaws and policies of the group, or any aspect of gameplay.”

- Two, against ORS 65.464 -See (17)
- Three, they claimed they changed the Bylaws to make us compliant with state law, but in the letter provided from our lawyer it states:

“These issues do not indicate that the organization is currently out of compliance, but they do present areas of material legal and operational risk that should be addressed proactively.”

- Lindy Laurence, Rational Unicorn Legal Services PC

The letter from the lawyer can be found at [Blackspire.org](https://blackspire.org) in the announcements section.

- Should the board find any actions as defective then they must follow ORS 65.266 and 65.269 -See (10)(11)
- Mutual Benefit, Public Benefit, and What Different Filing Statuses Mean
 - Back in October of 2023 we filed and were granted a 501(c)(3) status on April 24th of 2024. This was mostly shoehorned in by Lucas Fuller (Akryn) and I know there were members in and out of the board at the time that recommended we file for being a 501(c)(7) instead.
 - As of April 4th of this year, Mutual Benefit corporations cannot qualify for a 501(c)(3) public charity. See (1)
 - A 501(c)(3) organizes exclusively for a charitable purpose, and we would have to limit our engagement, outside of explicit charitable acts, to an insubstantial amount. See (2)
 - A 501(c)(7) is a social club formed for pleasure and recreation, where the majority of our activities serve that purpose. See (1)

Quorum:

- Requirements for member Quorum. Quorum simply put is a minimum requirement of members that must be present in order for votes to be valid.
 - Essentially default is the majority of the total membership if we don't have a quorum outlined in our articles or Bylaws. Typically this is set when we file as an organization, but we can also set this threshold in our Bylaws. See (6)(7)(8)

- To see required officers, authority/duties of officers, and standards of conduct see (13)(14)(15). These officers are the president, secretary, and treasurer, and are appointed by the BoD.

CITATIONS-

Cite (1)

Mutual benefit corporations cannot qualify for 501(c)(3) status because that designation is reserved for organizations operated exclusively for charitable, religious, educational, or scientific purposes, where no private interests are served more than insubstantially.² Instead, mutual benefit corporations typically seek exemption under one of these categories:

- **501(c)(4) — Social welfare organizations:** Civic leagues and similar groups operated exclusively for community welfare. Homeowners' associations and neighborhood improvement groups often fall here.
- **501(c)(6) — Business leagues:** Trade associations, professional societies, chambers of commerce, and real estate boards organized to promote a common business interest rather than engage in a regular business.
- **501(c)(7) — Social and recreational clubs:** Country clubs, golf clubs, hobby groups, and fraternal organizations formed for pleasure and recreation, where substantially all activities serve that purpose.³

[LegalClarity.org](#) - Mutual Benefit Corporation: What It Is and How to Form One

Cite (2)

“To be organized exclusively for a charitable purpose, the organization must be a corporation (or unincorporated association), community chest, fund, or foundation. A charitable trust is a fund or foundation and will qualify. However, an individual will not qualify. The [organizing documents](#) must limit the organization's purposes to exempt purposes in section 501(c)(3) and must not expressly empower it to engage, other than as an insubstantial part of its activities, in activities that are not in furtherance of one or more of those purposes. This requirement may be met if the purposes stated in the organizing documents are limited by reference to section 501(c)(3).”

- [Organizational Test Internal Revenue Code Section 501c3 | Internal Revenue Service](#)

Cite (3)

Statute Definitions found in 65.001:

(14) “Director” means an individual who acts as a member of the board of directors, who has a right to vote on questions concerning the management and regulation of a corporation’s affairs and who is:

- (a) An appointed director;

- (b) A designated director; or
- (c) A director elected by the incorporators, directors or members.

(29) “Individual” means a natural person, including the guardian of an incompetent individual.

(30)(a) “Member” means a person that is entitled, under a domestic corporation’s or foreign corporation’s articles of incorporation or bylaws, to exercise any of the rights described in ORS 65.144 without regard to whether the articles of incorporation or bylaws identify the person as a member or which other title or identity the domestic corporation or foreign corporation gives to the person.

(b) “Member” does not include:

(A) A person that does not have the rights described in ORS 65.144 or that has only one or more of the following rights:

(i) Rights granted to a delegate;

(ii) A right to designate or appoint a director or directors;

(iii) Rights that a director has;

(iv) A right to vote on only one occasion to elect a director or directors; or

(v) Rights that a person has as a consequence of holding evidence of indebtedness the corporation has issued or will issue.

(B) A person for which membership rights have been eliminated as provided in ORS 65.164 or 65.167.

(31) “Membership” means the rights and obligations a member has under this chapter.

(32) “Mutual benefit corporation” means a domestic corporation that is organized to serve and operates primarily to serve the mutual interests of a group of persons, but is not a public benefit corporation or religious corporation.

(33) “Nonprofit corporation” means a mutual benefit corporation, a public benefit corporation or a religious corporation.

(38) “Public benefit corporation” means a domestic corporation that:

(a) Is formed as a public benefit corporation under ORS 65.044 to 65.067, is designated as a public benefit corporation by a statute, is recognized as tax exempt under section 501(c)(3) of the Internal Revenue Code or is otherwise organized for a public or charitable purpose;

(b) Is restricted so that on dissolution the corporation must distribute the corporation’s assets to an organization that is organized for a public or charitable purpose, a religious corporation, the United States, a state or a person that is recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986; and

(c) Is not a religious corporation.

(42) “Secretary,” when used in the context of a corporate official, means the corporate officer to whom the board of directors has delegated responsibility under ORS 65.371 for preparing the minutes of the board of directors’ meetings and membership meetings and for authenticating the records of the corporation.

(48) “Vote” means an authorization by written ballot or written consent, where permitted, or by another method that a corporation specifies as an authorization.

(49) “Voting power” means the total number of votes entitled to be cast on an issue at the time the determination of voting power is made, excluding a vote that is contingent upon a condition or event occurring that has not occurred at the time.

Cite (4):

65.144 Rights and obligations of members. (1) Unless a corporation’s articles of incorporation or bylaws provide otherwise, members of the corporation have the same rights and obligations. The articles of incorporation or bylaws may establish classes of membership with different rights or obligations. Rights that members have, unless the corporation’s articles of incorporation or bylaws provide otherwise, include rights to:

(a) Elect directors, as provided in ORS 65.311;

(b) Remove directors, as provided in ORS 65.324;

(c) Vote on any change to the number of directors, including a change to a fixed number of directors, a change to a variable range in the number of possible directors or a change from a fixed number of directors to a variable range in the number of possible directors, as provided in ORS 65.307;

(d) Vote to sell, transfer, lease, exchange, option, convey or otherwise dispose of the corporation’s assets or to merge the corporation’s assets with the assets of another entity, as provided in ORS 65.803;

(e) Vote to dissolve the corporation, as provided in ORS 65.624; and

(f) Approve a conflict of interest transaction, as provided in ORS 65.361, if the member is a voting member of a mutual benefit corporation.

(2) Notwithstanding a provision in a corporation’s articles of incorporation or bylaws, a member has a right to:

(a) Vote on an action or an amendment to the articles of incorporation if the action or amendment would reduce or eliminate the member’s right to vote; and

(b) Inspect and copy the corporation’s records, as provided in ORS 65.774. [1989 c.1010 §42; 2019 c.174 §31]

Cite (5):

Most states, including California and Arizona, do not require a nonprofit to have members. They do, however, typically permit the NPO to create a special category of so-called “Statutory

Members”, who are individuals or entities given legally recognized membership rights under state law. These rights must be created in the Articles or the Bylaws of the Corporation.

These statutory members typically receive legally enforceable voting rights on Directors and important corporate issues, such as mergers, dissolutions, and amendments to the Articles of Incorporation. State nonprofit laws usually require that if a nonprofit has voting Statutory Members, it must (a) honor their rights, (b) maintain accurate membership records, (c) follow the law on admitting or terminating memberships, and (d) provide notice of membership meetings such that members have an opportunity to be heard and vote on matters within their purview.

Source- Jon R. Parsons Law Firm, legal counseling for nonprofits, religious organizations, and spiritual practitioners

Cite (6):

65.241 Quorum requirements. (1) Unless the articles of incorporation or bylaws provide for a higher quorum, votes represented at a meeting of members constitute a quorum.

(2) An amendment to the articles of incorporation or bylaws to decrease the quorum for any action of the members may be approved by the members or, unless prohibited by the articles of incorporation or bylaws, by the board of directors.

(3) An amendment to the articles of incorporation or bylaws to increase the quorum required for any action of the members must be approved by the members. [1989 c.1010 §62; 2019 c.174 §47]

Cite (7):

65.244 Voting requirements. (1) Unless this chapter, the articles of incorporation or the bylaws require a greater vote or voting by class, if a quorum is present, the affirmative vote of a majority of the votes represented and voting is the act of the members.

(2) An amendment to the articles of incorporation or bylaws to add to, change or delete the vote required for any action of the members must be approved by the members. [1989 c.1010 §63; 2019 c.174 §48]

Cite (8):

Here is a great source I found going over quorum from LegalClarity.org and was published on April 4th of this year- What Is Considered a Quorum: Minimums and Majorities.

“A quorum is the minimum number of members who must be present at a meeting before any votes or decisions count as official. Under the most widely used parliamentary rules in the United States, that default number is a majority of the total membership, though most organizations can set a different threshold in their bylaws. The concept exists to prevent a handful of people from making binding decisions on behalf of an entire group. Whether you sit

on a corporate board, belong to a homeowners association, or volunteer for a nonprofit, quorum rules shape what your meetings can actually accomplish.”

Cite (9):

65.263 Defective corporate action; ratification or validation; effective date. (1) A defective corporate action is not void or voidable if the corporation ratifies the defective corporate action in accordance with ORS 65.266 or validates the defective corporate action in accordance with ORS 65.278.

(2) Ratification under ORS 65.266 or validation under ORS 65.278 is not the exclusive means of ratifying or validating a defective corporate action. An absence or failure to ratify or validate a corporate action in accordance with ORS 65.260 to 65.281 does not:

(a) Affect the validity or effectiveness of a corporate action that is properly ratified under common law or otherwise; or

(b) Create a presumption that the corporate action is or was a defective corporate action or is or was void or voidable. [2019 c.325 §12]

Cite (10):

65.266 Ratification by board of directors; procedure; submission to shareholders. (1)

Except as provided in ORS 65.263 (2), a corporation’s board of directors may ratify a defective corporate action only in accordance with this section. In a notice of a proposal to ratify the defective corporate action, the corporation shall:

(a) Identify the defective corporate action the proposal seeks to ratify;

(b) State the date on which the defective corporate action occurred;

(c) Describe the nature of the failure of authorization that resulted in the corporate action becoming a defective corporate action; and

(d) State that the board of directors intends to ratify the defective corporate action.

(2) If the board of directors proposes to ratify a defective corporate action that relates to the election under ORS 65.057 of an initial board of directors, a majority of the individuals who are exercising the powers of the corporation’s directors, in a notice of the proposal to ratify the defective corporate action, shall:

(a) Identify the person or persons who first took action in the name of the corporation as the initial board of directors;

(b) State the date on which, as appropriate, the person or persons:

(A) First took the action; or

(B) Were purportedly elected as the initial board of directors;

(c) Describe the nature of the failure of authorization that resulted in the corporate action becoming a defective corporate action; and

(d) State that the board of directors intends to ratify the defective corporate action.

(3) If the board of directors takes action to ratify a defective corporate action, the board shall submit the ratification to the members of the corporation, if any, for approval in accordance

with ORS 65.269 if a provision of this chapter, the corporation's articles of incorporation or bylaws, a resolution or any plan or agreement to which the corporation is a party requires member approval of the ratification or would have required member approval of the defective corporate action on the date of the defective corporate action.

(4) Unless the proposal for ratification under subsection (1) of this section provides otherwise, after the board of directors ratifies the defective corporate action and the members, if required, approve the ratification, the board of directors may abandon the ratification at any time before the effective date of validation without further action from the members. [2019 c.325 §13]

Cite (11):

65.269 Quorum; notice to shareholders of proposed ratification. (1) Quorum and voting requirements that applied to the board of directors at the time a corporation took a defective corporate action apply also to the board of directors in taking an action to ratify the defective corporate action.

(2)(a) Except as provided in paragraph (b) of this subsection, if the members of a corporation must, under ORS 65.266 (3), approve a ratification of a defective corporate action at a meeting, the corporation shall send notice of the meeting to each person, whether or not the person may vote, that is a member of the corporation on:

(A) The record date for notice of the meeting; and

(B) The date of the defective corporate action.

(b) A corporation need not send notice to a person that is a member if the corporation cannot determine from the corporation's records the person's identity or contact information for notice.

Cite (12):

65.371 Required officers. (1) A corporation must have a president, a secretary, a treasurer and such other officers as are elected or appointed by the board of directors or by any other person as the articles of incorporation or bylaws may authorize, provided that the articles of incorporation or bylaws may designate other titles in lieu of president, secretary and treasurer.

(2) The bylaws or the board of directors shall delegate to one of the officers responsibility for preparing minutes of the board of directors' meetings and membership meetings and for authenticating records of the corporation.

(3)(a) Except as provided in paragraph (b) of this subsection, the same individual may simultaneously hold more than one office in a corporation and an officer may be, but need not be, a member of the board of directors.

(b) The same individual may not serve simultaneously as the president, secretary and treasurer of a public benefit corporation. [1989 c.1010 §93; 1991 c.231 §7; 2019 c.174 §69]

Cite (13):

65.374 Duties and authority of officers. Each officer has the authority and shall perform the duties set forth in the bylaws or, to the extent consistent with the bylaws, the duties and authority prescribed by the board of directors or by direction of an officer authorized by the board of directors to prescribe the duties of other officers. [1989 c.1010 §94]

Cite (14):

65.377 Standards of conduct for officers. (1) An officer shall discharge the officer's duties:

- (a) In good faith;
- (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (c) In a manner the officer reasonably believes to be in the best interests of the corporation.

(2) In discharging the duties of an officer, an officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

- (a) One or more officers or employees of the corporation whom the officer reasonably believes to be reliable and competent in the matters presented;
- (b) Legal counsel, public accountants or other persons as to matters the officer reasonably believes are within the person's professional or expert competence; or
- (c) In the case of religious corporations, religious authorities and ministers, priests, rabbis or other persons whose position or duties in the religious organization the officer believes justify reliance and confidence and whom the officer believes to be reliable and competent in the matters presented.

(3) An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (2) of this section unwarranted.

(4) An officer is not liable to the corporation, any member or other person for any action taken or not taken as an officer if the officer acted in compliance with this section. The liability of the officer for monetary damages to the corporation and the corporation's members may be eliminated or limited in the corporation's articles of incorporation to the extent provided in ORS 65.047 (2)(c). [1989 c.1010 §95; 2019 c.174 §70]

Cite (15):

65.434 Amendment by directors. (1) Unless a corporation's articles of incorporation provide otherwise, the corporation's board of directors may adopt one or more amendments to the corporation's articles of incorporation without member approval:

- (a) To extend the duration of the corporation if the corporation was incorporated at a time when limited duration was required by law;
- (b) To delete the names and addresses of the initial directors and incorporators;

(c) To delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the Secretary of State;

(d) To delete the mailing address if an annual report has been filed with the Secretary of State;

(e) To change the corporate name by adding, changing or deleting the word “corporation,” “incorporated,” “company,” “limited” or the abbreviation “corp.,” “inc.,” “co.” or “ltd.,” for a similar word or abbreviation in the name, or by adding, deleting or changing a geographical attribution to the name;

(f) To include a statement of whether the corporation is a public benefit corporation, mutual benefit corporation or religious corporation; or

(g) To make any other change expressly permitted by this chapter to be made by director action.

(2) If a corporation does not have members entitled to vote on articles of incorporation, the corporation’s incorporators, until directors have been chosen, and thereafter the corporation’s board of directors, may adopt one or more amendments to the corporation’s articles of incorporation subject to any approval required pursuant to ORS 65.467. The corporation shall provide notice of any meeting at which an amendment is to be voted upon. The notice must be in accordance with ORS 65.344 (2). The notice must also state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the articles of incorporation and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Unless the articles of incorporation or bylaws require a greater vote or the board of directors requires a greater vote, the amendment must be approved by a majority of the directors voting on the amendment. [1989 c.1010 §108; 1991 c.231 §10; 2019 c.174 §73]

Cite (16):

65.437 Amendment by board of directors and members. (1) Unless this chapter, the articles of incorporation, bylaws, the members acting in accordance with subsection (2) of this section or the board of directors acting in accordance with subsection (3) of this section require a greater vote or voting by class, adopting an amendment to a corporation’s articles of incorporation requires approval:

(a) By the board if the corporation is a public benefit corporation or religious corporation and the amendment does not relate to the number of directors, the composition of the board, the term of office of directors or the method or way in which directors are elected or selected;

(b) Except as provided in ORS 65.434 (1), by the members entitled to vote on articles of incorporation of a mutual benefit corporation by at least two-thirds of the votes cast or a majority of the voting power, whichever is less, and for articles of incorporation of a public benefit corporation or religious corporation a majority of the votes cast; and

(c) In writing by any person or persons whose approval is required for an amendment to the articles of incorporation as authorized by ORS 65.467.

(2) The members entitled to vote on articles of incorporation may condition the amendment's adoption on receipt of a higher percentage of affirmative votes or on any other basis.

(3) If the board of directors initiates an amendment to the articles of incorporation or board approval is required by subsection (1) of this section to adopt an amendment to the articles of incorporation, the board may condition the amendment's adoption on receipt of a higher percentage of affirmative votes or on any other basis. For the amendment to be adopted, the board of directors shall, except in those cases described in subsection (1)(a) of this section, adopt a resolution setting forth the proposed amendment and directing that the amendment be submitted to a vote at a meeting of members, which may be either an annual or special meeting.

(4) If the board of directors or the members entitled to vote on articles of incorporation seek to have the amendment approved by such members at a membership meeting, the corporation shall give notice to such members of the proposed membership meeting in writing in accordance with ORS 65.214. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment.

(5) If the board of directors or the members entitled to vote on articles of incorporation seek to have the amendment approved by such members by written consent or written ballot, the material soliciting the approval must contain or be accompanied by a copy or summary of the amendment. [1989 c.1010 §109; 2019 c.174 §74]

Cite (17):

65.464 Amendment by directors and members. Except as provided in ORS 65.241 and 65.244:

(1) A corporation's board of directors may amend or repeal the corporation's bylaws unless:

(a) The articles of incorporation or this chapter reserve the power to amend or repeal exclusively to the members, or to a party authorized under ORS 65.467, or both, in whole or in part; or

(b) The members entitled to vote on bylaws, in amending or repealing a particular bylaw, provide expressly that the board of directors may not amend or repeal that bylaw.

(2) A corporation's members entitled to vote on bylaws, subject to ORS 65.467, may amend or repeal the corporation's bylaws even though the bylaws may also be amended or repealed by the corporation's board of directors. [1989 c.1010 §116; 2019 c.174 §80]

65.467 Approval by third persons. A corporation's articles of incorporation may require an amendment to the articles of incorporation or bylaws to be approved in writing by a specified person or persons other than the board of directors. A provision of the articles of incorporation that has this requirement may not be amended without the approval in writing of the specified person or persons. [1989 c.1010 §117; 2019 c.174 §81]

Cite (18):

515/166 (SD 00)

Articles of Incorporation—Nonprofit

Phone: (503) 968-2200
Fax: (503) 378-4381

Secretary of State
Corporation Division
266 Capitol Bl. NE, Suite 151
Salem, OR 97310-1327
FilingInOregon.com

FILED
SEP 04 2008
OREGON
SECRETARY OF STATE

REGISTRY NUMBER: 513682-96
For office use only

In accordance with Oregon Revised Statute 192.413-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website. For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAME: Blackspire Inc, Kingdom of Antgard

2) REGISTERED AGENT
JAMES W. HAYS JR.

3) REGISTERED AGENT'S PUBLICLY AVAILABLE ADDRESS (Must be an Oregon Street Address, which is identical to the registered agent's business office. Must include city, state, etc; No PO boxes.)
600 Vermillion St. #B
Newberg OR 97132

4) ADDRESS FOR MAILING NOTICES
same as above

5) OPTIONAL PROVISIONS (Attach a separate sheet.)

6) TYPE OF CORPORATION (Select only one)
 Public Benefit Mutual Benefit Religious

7) WILL THE CORPORATION HAVE MEMBERS? YES NO
ORS 66.001(2)(a)
(x) "Member" means any person or persons entitled, pursuant to a domestic or foreign corporation's articles or bylaws, without regard to what a person is called in the articles or bylaws, to vote on more than one occasion for the election of a director or directors.
(y) A person is not a member by virtue of any of the following rights the person has:
(A) As a delegate;
(B) To designate or appoint a director or directors;
(C) As a director; or
(D) As a holder of an evidence of indebtedness issued or to be issued by the corporation.
(z) Notwithstanding the provisions of paragraph (y) of this subsection, a person is not a member if the person's membership rights have been withdrawn as provided in ORS 66.184 or 66.187.

8) DISTRIBUTION OF ASSETS UPON DISSOLUTION
see attached.

9) INCORPORATORS (List names and addresses of each incorporator. Attach a separate sheet if necessary.)
NAME, STREET ADDRESS, CITY/STATE/ZIP
JAMES HAYS 600 Vermillion St. #B Newberg OR 97132

10) EXECUTION/SIGNATURE(S) (All incorporators must sign. Attach a separate sheet if necessary.)
By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature: James W Hays Jr Printed Name: JAMES HAYS

11) CONTACT NAME (To receive questions with this filing) DAYTIME PHONE NUMBER (include area code.)
JAMES HAYS 503-969-7502

FEES	
Required Processing Fee	\$50
Confirmation Copy (Optional)	\$5
Processing Fees are non-refundable.	
Please make check payable to "Corporation Division."	
NOTE: Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.	

Cite (19):



Articles of Amendment - Nonprofit
Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - <http://www.filing.org> - Phone: (503) 946-2200

FILED

JUN 01 2010

OREGON
SECRETARY OF STATE

REGISTRY NUMBER: 543682-96

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.
We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) ENTITY NAME: Blackspire Inc. Kingdom of Amtgard
2) STATE THE ARTICLE NUMBER(S): and set forth the article(s) as it is amended to read. (Attach a separate sheet if necessary.)
Change NPO type to Mutual Benefit

3) THE AMENDMENT WAS ADOPTED ON: 3-24-10
(If more than one amendment was adopted, identify the date of adoption of each amendment.)

4) CHECK THE APPROPRIATE STATEMENT:

- Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.
 Membership approval was required.

The membership vote was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

5) EXECUTION: (Must be signed by at least one officer or director.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature: [Signature] Printed Name: James S. Peterson Title: BoD President

CONTACT NAME: (To resolve questions with this filing.)

JAMES HAYS

PHONE NUMBER: (Include area code)

503-899-5116

BLACKSPIRE INC, KINGDOM OF AMTG



54368296-11745230

AMDART

Cite (20):



FILED

FEB 12 2020

OREGON
 SECRETARY OF STATE

REGISTRY NUMBER: 543682-96

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) ENTITY NAME: Blackspire,
 2) STATE THE ARTICLE NUMBER(S): and set forth the article(s) as it is amended to read. (Attach a separate sheet if necessary.)
Articles sent And should be filed By SoS Office, Intent is to change name to
Blackspire.

3) THE AMENDMENT WAS ADOPTED ON: 10/20/19
 (If more than one amendment was adopted, identify the date of adoption of each amendment.)

4) CHECK THE APPROPRIATE STATEMENT:
 Membership approval was not required. The amendment(s) was approved by a sufficient vote of the board of directors or incorporators.
 Membership approval was required.

The membership vote was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

5) EXECUTION: (Must be signed by at least one officer or director.)
 I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. This filing has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

Signature: [Signature] Printed Name: Spencer Noffke Title: Financial Officer

CONTACT NAME: (To resolve questions with this filing.)

Spencer Noffke

PHONE NUMBER: (Include area code.)

630-362-4384

FEES

BLACKSPIRE



Corporation Division,*
 Name Search program,
 www.sos.oregon.gov

