

MAY 23 1984

W. SWACUMMER SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
ABUNDANT LIFE PREGNANCY ALTERNATIVES INC.

KNOWN ALL MEN BY THESE PRESENTS:

That we the undersigned, have this day, being residents of the State of Nevada, voluntarily associated ourselves together for the purpose of forming a non-profit, non-stock corporation for ministerial, charitable, and educational activities, under the laws of the State of Nevada relative to non-profit, corporations, to-wit: Chapter 81 of the Nevada Revised Statutes, and more particularly N.R.S. 81.290 through N.R.S. 81.340.

ARTICLE I

The name of this non-profit corporation shall be:

ABUNDANT LIFE PREGNANCY ALTERNATIVES INC.

(which is hereafter called the "Corporation").

ARTICLE II

The Corporation is organized and shall be operated exclusively as a non-stock charitable organization for the following purposes:

- (a) To develop and administer programs designed to assist women in confronting and dealing with the physical, emotional, spiritual, and social problems associated with pregnancy.
- (b) To develop and administer programs designed to assist pregnant women who desire to carry their unborn child to term.
- (c) To perpetuate and advance the Gospel of Jesus Christ, both inside and outside the United States of America, by means of preaching, teaching, counseling, conducting seminars, clinics, printing of literature, including publishing newspapers, magazines, tracts, brochures and other printed matter, distribution of literature and materials, by establishing and maintaining schools, missions, orphanages, child care centers, adoption services, by utilizing all forms of public media for the distribution of the Christian Gospel.
- (d) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon non-stock corporations by the Nevada Revised Statutes.

ARTICLE III

The powers of the Corporation shall be subject to the following terms, provisions and limitations:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, or officer of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation, and no member, trustee or officer of the Corporation, or any private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Except as provided and permitted under Sections 501 (h) and 4911 of the Internal Revenue Code of 1954 and the Regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as "The Internal Revenue Code"), 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 publication or distribution of statements) any political campaign on behalf of any candidates for public office.

(b) To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, including money and property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash; and to use the funds of the Corporation and the proceeds, income, rents, issues and profits derived from any property of the Corporation for any of the purposes for which this corporation is formed.

(c) To purchase, acquire, hold, own, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, and to deal in shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm corporation, or association and while the owner or holder of them, to exercise all rights, powers, and privileges of ownership.

(d) To purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property.

(e) To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal.

X (f) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit on amount, with any person, firm, association, or corporation, municipality, county, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivisions.

(g) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or by an organization, contributions to which are deductible under Section 170(c)(2) thereof.

X (h) In the event of liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatever, all of the assets of the Corporation after the payment of the obligations and liabilities of the Corporation shall be transferred to one or more domestic or foreign corporations or associations having a similar or analogous character or purpose as may be selected by the Corporation's trustees; provided, further, however, that any transferee corporation shall qualify under the provisions of Section 501(c)(3) of The Internal Revenue Code.

ARTICLE IV

The Corporation is not authorized to issue any capital stock.

ARTICLE V

X The post office address of the principal office in this State is 804 E. St. Louis Avenue, Las Vegas, Nevada, 89104. The resident agent of the Corporation in this State is Wallace E. Smith, whose post office address is 804 E. St. Louis Avenue Las Vegas, Nevada, 89104. Said resident agent is a citizen of the State of Nevada and actually resides therein.

ARTICLE VI

The Corporation may have a branch office or offices anywhere within or without of the State of Nevada.

ARTICLE VII

✓ The governing body of the Corporation shall be a Board of Trustees which must not be less than three (3), and may be any number in excess thereof as the By-Laws shall prescribe...

ARTICLE VIII

The names and post office addresses of the first Board of

Trustees are:

<u>NAME</u>	<u>ADDRESS</u>
Wallace E. Smith	804 E. St. Louis Ave. Las Vegas, Nevada 89104
John Schlesner	249 Zion Las Vegas, Nevada 89107
Danny Green	1349 Barnard Drive Las Vegas, Nevada 89102

Trustees holding office from time to time shall constitute the members of the Corporation. Trustees shall be elected by the existing trustees for such terms as the By-Laws may provide.

ARTICLE IX

Voting power of the members of this Corporation shall be equal and each member shall have only one vote.

The Corporation shall make a full and complete report at least once a year on the activities and programs and shall keep an audit on all funds handled, recieved or expended, and such report shall be available to the members of the Corporation.

The authorized number and qualifications of members of the Corporation, the different classes of membership, if any, and the property and other rights and privileges of members except voting rights as hereinabove provided, shall be as set forth in the By-Laws; provided, however, that the members of this corporation shall have no liability for dues or assesments.

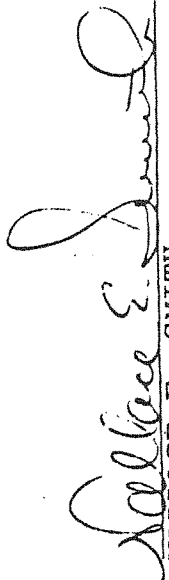
ARTICLE X

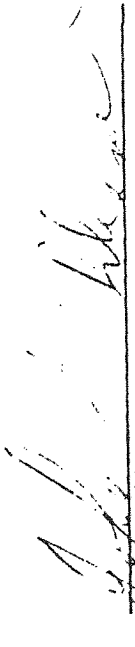
The private property of the members of the Corporation shall not be subject to payment of any corporate debts to any extent whatsoever.

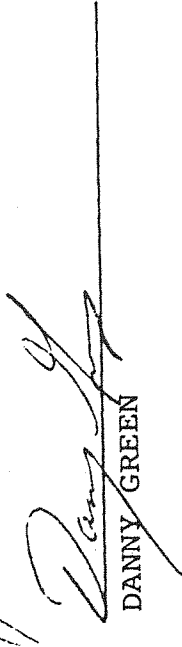
ARTICLE XI

The Corporation reserves the right to alter, amend, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, we hereto affix our signatures this 14th day of May, 1984.


WALLACE E. SMITH


JOHN SCHLESNER


DANNY GREEN

STATE OF NEVADA)
) SS
COUNTY OF CLARK)

On this 14th day of May, 1984, personally appeared before me, the undersigned, a Notary Public in and for Clark County, State of Nevada, Wallace E. Smith, John Schlesner, and Danny Green known to me to be the persons described in and who executed the foregoing instrument, and who acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in my office in the County of Clark, State of Nevada, on the day and year in this Certificate first above written.



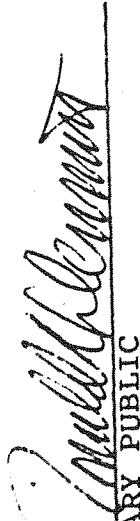
Notary Public, State of Nevada

CLARK COUNTY

Ronald A. Dennis


NOTARY PUBLIC

My Commission Expires July 12, 1986



Crisis Pregnancy Center

LAS VEGAS



CERTIFICATION OF AMENDMENT

ABUNDANT LIFE PREGNANCY ALTERNATIVES
BOARD OF DIRECTORS MEETING

JUNE 5, 1986

7:30 P.M.

The Board of Directors, of Abundant Life Pregnancy Alternatives, have voted unanimously to change our name to Crisis Pregnancy Center of Las Vegas, Inc.

ERIN BROWN (TREASURER)

Erin K. Brown

DR. RAE KELLY

Rae Kelly

DARLENE SCHLESNER (SECRETARY)

Darlene Schlesner

KEITH & ELIZABETH MOULTON

Keith Moulton
Elizabeth Moulton

MARGARET LIST (PRESIDENT)

Margaret List

DIEDERIK F.J. & MARY BRON

Diederik F. J. Bron
Mary Bron

JOHN MOSQUEDA

(John Mosqueda has resigned and no longer serves on our Board of Directors)

Darlene Schlesner & Margaret List
SUBSCRIBED AND SWORN TO BEFORE ME THIS

19th DAY OF *June*, 19*86*

Vicki A. Beaudry

NOTARY PUBLIC, CLARK COUNTY, NEVADA

NOTARY PUBLIC
STATE OF NEVADA
County of Clark
VICKI A. BEAUDRY



My Appointment Expires July 29, 1989

FILED

FORM NO. 102

ORIGINAL

P. 03

OFFICE OF THE SECRETARY OF STATE OF NEVADA

- NRS 82.356 -

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

(after first meeting of directors)

NOV 17 1998

No. C3623-84

Crisis Pregnancy Center of Las Vegas

Name of Corporation

DEAN HELLER, SECRETARY OF STATE

undersigned.

Rosemarie H. Heidenreich

President or Vice President (or Chairman)

and

Carey Keefe

of Crisis Pregnancy Center of Las Vegas

Secretary or Assistant Secretary

Name of Corporation

do hereby certify:

That the public officers or other persons, if any, required by the articles have approved the amendment. The vote of the members (if there are members) and directors by which the amendment was adopted is as follows: members 0, and directors 7.

They hereby adopt the following amendment(s) to the articles of incorporation:

Article number(s) 1 is amended to read as follows:

ARTICLE I

The name of this non-profit corporation shall be:

WOMEN'S RESOURCE CENTERS OF SOUTHERN NEVADA, INC.

(which is hereafter called the "Corporation").

R. Heidenreich

ROSEMARIE H. HEIDENREICH (or Chairman)

Carey Henry Keefe

CAREY HENRY KEEFE (Secretary or Assistant Secretary)

State of Nevada }
County of Clark } ss.

On October 29, 1998, personally appeared before me, a Notary Public,

Carey Henry Keefe

Names of Persons Appearing and Signing Document

who acknowledged

that they executed the above instrument.

Debra P. White

Signature of Notary

(NOTARY STAMP OR SEAL)



DEBRA P. WHITE
Notary Public - Nevada
Clark County
My appt. exp. Jan. 3, 1999

11/17/98 11:10 AM 11/17/98 26150

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

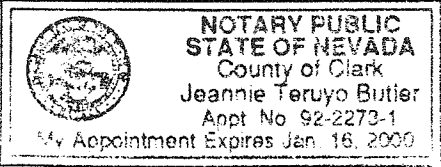
Crisis Pregnancy Center of Las Vegas

ACKNOWLEDGMENT

STATE OF NEVADA)
 : ss.
COUNTY OF CLARK)

On the 2nd day of November, 1998, personally appeared before me, a Notary Public, ROSEMARIE H. HEIDENREICH, who acknowledged that she executed the above instrument.

Jeannie Teruyo Butler
NOTARY PUBLIC in and for the
State of Nevada
County of Clark

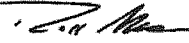


1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28



ROSS MILLER
 Secretary of State
 204 North Carson Street, Ste 1
 Carson City, Nevada 89701-4299
 (775) 684 5708
 Website: secretaryofstate.biz

**Nonprofit Amendment
 (After First Meeting)**
 (PURSUANT TO NRS 81 AND 82)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20070674673-62
	Filing Date and Time 10/01/2007 7:00 AM
	Entity Number C3623-1984

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nonprofit Corporations
 (NRS Chapters 81 and 82 - After First Meeting of Directors)

1. Name of corporation:

Women's Resource Centers of Southern Nevada, Inc.

2. The articles have been amended as follows (provide article numbers, if available):

ARTICLE I
 The name of this non-profit corporation shall be:
 WOMEN'S RESOURCE MEDICAL CENTERS OF SOUTHERN NEVADA, INC.
 (which is hereafter called the "Corporation")

3. The directors (or trustees) and the members, if any, and such other persons or public officers, if any, as may be required by the articles have approved the amendment. The vote by which the amendment was adopted by the directors and members, if any, is as follows: directors and members .*

4. Officer Signature (Required):

X 
 Signature

Title

*A majority of a quorum of the voting power of the members or as may be required by the articles, must vote in favor of the amendment. If any proposed amendment would alter or change any preference or any relative or other right given to any class of members, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of a majority of a quorum of the voting power of each class of members affected by the amendment regardless of limitations or restrictions on their voting power. An amendment pursuant to NRS 81.21 0 requires approval by a vote of 2/3 of the members.

FILING FEE: \$50.00

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.