

The Altonimbus Entertainment bylaws are hereby amended as follows:

In the title:

- Strike “*An Oregon Non-Profit Mutual Benefit Corporation*” and replace it with “*An Oregon Nonprofit Public Benefit Corporation*”.

In Article 1 (Statement of Purpose):

- Strike the text “*mutual benefit*” and replace it with “*public benefit*”.
- Strike the text “*to promote Japanese animation and culture by hosting the annual Kumoricon event, as well as other events and activities.*” and replace it with “*exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The organization is dedicated to creating awareness and appreciation for Japanese animation, comics, and related popular culture by organizing activities and events open to the general public which celebrate their historic and continuing contributions to art and culture.*”
- The Article will then read: “*Altonimbus Entertainment is a nonprofit public benefit corporation organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The organization is dedicated to creating awareness and appreciation for Japanese animation, comics, and related popular culture by organizing activities and events open to the general public which celebrate their historic and continuing contributions to art and culture.*”

In Article 12 (Amendments, Distribution, and Dissolution), Section D (Distribution of Assets Upon Dissolution):

- Strike the text “*donated to a 501(c)(3) organization*” and replace it with “*distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. The purpose of such distribution will be*”.
- In the final clause, strike the text “*a 501(c)(3) organization*” and replace it with “*the exempt purpose*”.
- The Section will then read: “*Upon dissolution, organization assets shall first go toward satisfying debts owed to the creditors of the organization, if any. Any remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. The purpose of such distribution will be approved by both the Membership and by the Board in votes of each body. If such combined approval cannot be obtained after a reasonable, good faith effort, then the Board shall select the exempt purpose by a vote in which two-thirds of the total Directors in office cast votes in approval.*”

Further, the Altonimbus Entertainment articles of incorporation are hereby amended as follows:

- **Article 5: Type of corporation:** Public benefit
- **Article 7: Distribution of assets upon dissolution:** The purpose or purposes for which the corporation is organized are as follows: Said corporation is organized exclusively for charitable, religious, educational, and scientific 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 the corresponding section of any future federal tax code.

No part of the net earnings of the corporation 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.