



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

RECEIVED
 R.I. DEPT. OF STATE
 BUS SVCS DIV
 2018 DEC 12 AM 11:10

Certificate of Authority
 FOREIGN Non-Profit Corporation

→ Filing Fee: \$50.00

Pursuant to the provisions of RIGL 7-6-74, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement.

| | | |
|---|--------------|----------|
| 1. The name of the corporation is | | |
| B.A.C.A. International, Inc. | | |
| If this name is unavailable in Rhode Island, the corporation's elected name is: | | |
| | | |
| 2. It is incorporated under the laws of | | |
| Utah | | |
| 3. The date of its incorporation is | | |
| 12/20/1996 | | |
| And the period of its duration is: CHECK ONLY ONE BOX | | |
| <input checked="" type="checkbox"/> Perpetual (on-going) | | |
| <input type="checkbox"/> Date certain for dissolution _____ | | |
| 4. The address of its principal place of business is: | | |
| 51 West Center Street, Suite 144, Orem, UT 84057 | | |
| 5. The name and address of the initial registered agent/office in Rhode Island is: | | |
| Agent Name | | |
| Christopher Robert Byron | | |
| Street Address (NOT a P.O. Box) | | |
| 168 Burgess Street | | |
| City/Town | State | Zip Code |
| Pawtucket | RHODE ISLAND | 02860 |
| 6. List the specific purposes for transacting business in Rhode Island | | |
| The purpose of B.A.C.A. International, Inc. is to protect and defend children from child abuse. | | |
| Check the box to indicate an attachment <input type="checkbox"/> | | |

MAIL TO:
 Division of Business Services
 148 W River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

11:10

FILED
 DEC 12 2018
 BY TYAT4

| 7. The names and respective addresses of its directors and officers are: | | |
|---|--------------------|--|
| OFFICE | NAME | ADDRESS |
| Director | Eric R. Peterson | 51 West Center Street, Suite 144, Orem, UT 84057 |
| Director | Kevin F. Lerch | 51 West Center Street, Suite 144, Orem, UT 84057 |
| Director | Corrine A. Beyerle | 51 West Center Street, Suite 144, Orem, UT 84057 |
| President | Eric R. Peterson | 51 West Center Street, Suite 144, Orem, UT 84057 |
| Vice President | | |
| Treasurer | Corrine A. Beyerle | 51 West Center Street, Suite 144, Orem, UT 84057 |
| Secretary | Kevin F. Lerch | 51 West Center Street, Suite 144, Orem, UT 84057 |
| Check the box to indicate an attachment <input type="checkbox"/> | | |
| 8 This application must be accompanied by Certified Copies of its Articles of Incorporation and ALL Amendments issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document | | |
| Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including and accompanying attachments, and that all statements contained herein are true and correct. | | |
| Type or Print Name of <input checked="" type="checkbox"/> President OR <input type="checkbox"/> Vice President Eric R. Peterson | | Date 12-4-18 |
| Signature of President OR Vice President <i>Eric Peterson</i> SIGN DOCUMENT HERE | | |
| Type or Print Name of <input checked="" type="checkbox"/> Secretary OR <input type="checkbox"/> Assistant Secretary Kevin F. Lerch | | Date 12/4/18 |
| Signature of Secretary OR Assistant Secretary <i>Kevin Lerch</i> SIGN DOCUMENT HERE | | |

TWO SIGNATURES ARE REQUIRED

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

FORM 250 - Revised 08/2016



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, S.M. Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877)526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

Registration Number: 1336451-0140

November 8, 2018

Business Name: B.A.C.A. INTERNATIONAL, INC.

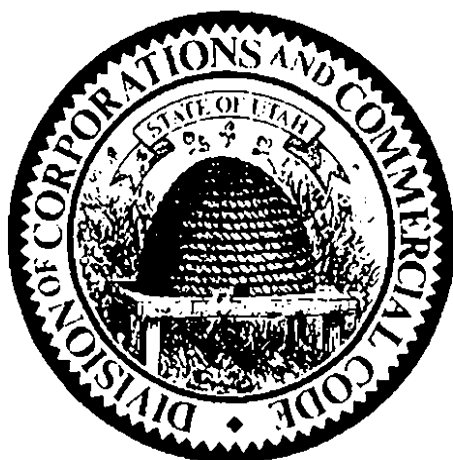
Registered Date: DECEMBER 20, 1996

CERTIFIED COPY OF ARTICLES OF INCORPORATION AND MERGER

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT THE ATTACHED IS TRUE, CORRECT, AND COMPLETE COPY OF THE ARTICLES OF INCORPORATION AND MERGER OF

B.A.C.A. INTERNATIONAL, INC.

AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Jason Sterzer
Director
Division of Corporations and Commercial Code

Div. of Professional Licensing
(801)530-6628

Real Estate
(801)530-6747

Public Utilities
(801)530-6651

Securities
(801)530-6600

Consumer Protection
(801)530-6601

CO#196246

CO#196246

wh

ARTICLES OF INCORPORATION
OF
BIKERS AGAINST CHILD ABUSE, INC.

WE, THE UNDERSIGNED natural persons of the age of eighteen years or more, acting as incorporators of a corporation under the Utah Non-Profit Corporation and Co-Operative Act, adopt the following Articles of Incorporation for such corporation:

5355920001

ARTICLE I -- NAME

The name of this corporation is: **BIKERS AGAINST CHILD ABUSE, INC.**

ARTICLE II -- DURATION

The duration of this corporation is: Perpetual.

ARTICLE III -- PURPOSES

- a. The purpose for which the corporation is formed is to provide support to children who have been physically, sexually or emotionally abused and to assist in the prevention in such abuse. The Corporation is organized as a non-profit organization.

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been filed and approved on the 20th day of Dec 1996 in the office of this Division and hereby issue this Certificate thereof.

Examiner JP Date 2-20-96



Korla T. Woods
KORLA T. WOODS
Division Director

b. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

ARTICLE IV -- MEMBERS

The Corporation shall have members. Such Members shall not be individually or personally liable for the debts or obligations of the Corporation. An individual or entities membership may be terminated by a majority vote of the Corporate Trustee. A Member must be a citizen of the United States. An individual may become a Member by the majority vote of the then Trustees of the Corporation. A member's rights and obligations shall be set forth in the corporate by-laws. A member may be expelled by a majority vote of the then Trustees of the Corporation.

ARTICLE V -- SHAREHOLDER RIGHTS

There are no Shareholders of this Corporation nor will any stock be issued.

ARTICLE VI -- BOARD OF TRUSTEES

The Board of Trustees shall consist of four initial Trustees whose names and addresses are as follows:

John Paul Lilly
458 Westfield Road
Alpine, UT 84004

Shawn R. Nielson
78 North 750 East
American Fork, UT 84003

Wayne Luck
1797 North 120 East
Orem, UT 84004

Melissa W. Herbert
53 North 370 East
American Fork, UT 84004

The Trustees shall not be individually or personally liable for the debts or obligations of the Corporation. The authority of the Trustees shall be set forth in the Corporate Bylaws.

ARTICLE VII -- INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office and the name of its original registered agent at such address is:

John Paul Lilly
458 Westfield Road
Alpine, UT 84004

A handwritten signature in cursive script, reading "John Paul Lilly", written over a horizontal line.

The name and address of each Incorporator is:

John Paul Lilly
458 Westfield Road
Alpine, Utah 84004

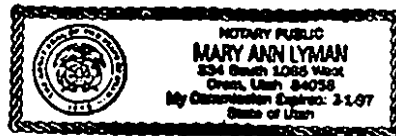
A handwritten signature in cursive script, reading "John Paul Lilly", written over a horizontal line.

STATE OF UTAH)
 : ss.
COUNTY OF UTAH)

I, a Notary Public, within and for the State and County aforesaid, do hereby certify that the foregoing instrument of writing as this day produced to me in said State and County by the above named incorporators was executed and acknowledged by the same as their free and voluntary choice.

WITNESS my signature this 12 day of November, 1996.

Mary Ann Lyman
Notary Public



State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and approved on this 16 day of Jan, 2015.
In this office of this Division and hereby issued
This Certificate thereof.

7073499-0140
into

Received

MERGER

1336451-0140 JAN 16 2015

Utah Div. of Corp. & Comm. Code


Exhibit

Date

1-23-15

ARTICLES OF MERGER

MERGING


Kathy Berg
Kathy Berg
Division Director

B.A.C.A. INTERNATIONAL, INC., A UTAH NON-PROFIT CORPORATION,

INTO

BIKERS AGAINST CHILD ABUSE, INC., A UTAH NON-PROFIT CORPORATION

ARTICLES OF MERGER executed this 16th day of January, 2015, by and between B.A.C.A. INTERNATIONAL, INC., a Utah non-profit corporation, and BIKERS AGAINST CHILD ABUSE, INC., a Utah non-profit corporation, pursuant to section 16-6a-1101 of the Utah Corporations Act.

THIS IS TO CERTIFY:

FIRST: B.A.C.A. International, Inc., a non-profit corporation organized and existing under the laws of the State of Utah ("B.A.C.A.") and Bikers Against Child Abuse, Inc., a non-profit corporation organized and existing under the laws of the State of Utah ("Bikers"), agree that B.A.C.A. shall be merged into Bikers. The terms and conditions of the merger and the mode of carrying the same into effect are as set forth in the Agreement and Plan of Merger attached hereto as "Exhibit A" and incorporated by reference herein.

SECOND: Bikers shall be the surviving corporation of the merger as a corporation organized and existing under the laws of the State of Utah, and Bikers shall thereafter be known as B.A.C.A. International, Inc.

THIRD: Shareholder approval was not required. The Plan of Merger has been adopted by the Boards of Directors of each of B.A.C.A. and Bikers.

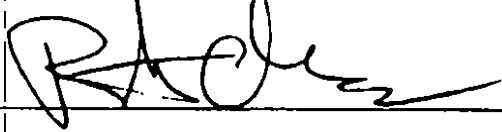
FOURTH: The surviving corporation shall adopt the B.A.C.A. Articles of Incorporation as part of the merger.

Date: 01/20/2015
Receipt Number: 5666212
Amount Paid: \$17.00


FIFTH: The effective date of this merger shall be August 10, 2008, or at such later time as may be legally mandated.

IN WITNESS WHEREOF, B.A.C.A. International, Inc., a Utah corporation, and Bikers Against Child Abuse, Inc., a Utah corporation, the parties to the merger, have caused these Articles of Merger to be signed in their respective company names and on their behalf by the respective management as of the 16th day of January, 2015.

B.A.C.A. INTERNATIONAL, INC.

By 
Its President

BIKERS AGAINST CHILD ABUSE, INC.

By 
Its President

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Agreement") is made by and between B.A.C.A. INTERNATIONAL, INC., a Utah non-profit corporation (B.A.C.A.), and BIKERS AGAINST CHILD ABUSE, INC., a Utah non-profit corporation (Bikers).

RECITALS

- A. B.A.C.A. and BIKERS are both Utah nonprofit corporations.
- B. The respective Boards of Directors of B.A.C.A. and BIKERS have each determined that it is in their best interests to merge the corporations.
- C. In furtherance of such combination, the Boards of Directors of B.A.C.A. and Bikers have each adopted this Agreement and approved the merger (the Merger) of B.A.C.A. into BIKERS in accordance under the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the mutual representations, warranties, covenants and agreements contained herein, the parties hereto, intending to be legally bound, hereby agree as follows:

1. Merger.

- a. Upon the terms and subject to the conditions set forth in this Agreement, at the Effective Date (as defined below), B.A.C.A. shall be merged with and into Bikers whereupon the separate existence of B.A.C.A. will cease and Bikers shall be the surviving corporation in the merger (the Surviving Corporation).
- b. As soon as practicable after satisfaction or waiver of the conditions to obligations of the parties to consummate the Merger, BIKERS and B.A.C.A. will file articles of merger (the Articles of Merger) with the Division of Corporations and Commercial Code of the State of Utah and make all other filings or recordings required by applicable law in connection with the Merger.
- c. The merger shall be effective as of August 10, 2008, or at such later time as may be legally mandated.
- d. From and after the Effective Date, title to all real estate and other property

owned by Bikers and B.A.C.A. shall be vested in the Surviving Corporation and the Surviving Corporation shall assume all liabilities of Bikers and B.A.C.A.

2. Surviving Corporation.

- a. The Articles of Incorporation of the Surviving Corporation in effect at the Effective date shall be the Articles of Incorporation of the Surviving Corporation until amended in accordance with applicable law.
- b. The bylaws of the Surviving Corporation shall be identical to the bylaws of B.A.C.A. as of the date of merger
- c. Prior to the Effective Date the officers and directors of the respective parties shall continue to serve in their respective capacities.
- d. As of the Effective Date, the officers and directors of B.A.C.A. shall be the officers and directors of the Surviving Corporation.
- e. Subsequent to or simultaneous with the merger becoming effective, the name of the Surviving Corporation shall be named B.A.C.A. International, Inc.

3. Termination.

This Agreement may be terminated and the merger abandoned or re-negotiated at any time up until final I.R.S. approval of the non-profit status of the Surviving Corporation, if required.

4. Amendments.

This Agreement may be amended with the approval of the Boards of Directors of the parties at any time up until final I.R.S. approval of the non-profit status of the Surviving Corporation, if required.

5. Extension; Waiver.

At any time prior to the Effective Date, the Board of Directors of either party hereto may (a) extend the time for the performance of any of the obligations or other acts of the other party hereto, (b) waive any inaccuracies in the representations and warranties of the other party contained herein or in any document or instrument

delivered pursuant hereto, and (c) waive compliance by the other party with any of the agreements or conditions contained herein. Any such extension or waiver by a party shall be valid only if set forth in writing and delivered on behalf of such party.

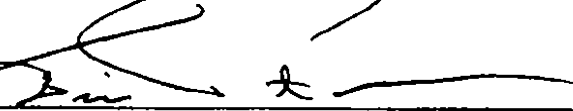
IN WITNESS WHEREOF, the parties hereto, pursuant to the authority given them by their respective Boards of Directors, have caused this Agreement to be signed by their respective authorized officers as of January 16, 2015.

B.A.C.A. INTERNATIONAL, INC.

By 

Its President

BIKERS AGAINST CHILD ABUSE, INC.

By 

Its Vice President

Received
JAN 16 2015
Utah Div. of Corp. & Comm. Code
00:36:51.91 PM

**BOARD RESOLUTION OF B.A.C.A. INTERNATIONAL, INC.
AGREEING TO MERGER**

The Board of Directors ("IB") of B.A.C.A. INTERNATIONAL, INC., a Utah non-profit corporation (B.A.C.A.), met on January 16, 2015. Upon motion made, seconded, and approved by majority vote of the board with one dissent, it was:

RESOLVED: That the Board of Directors approves the Agreement and Plan of Merger as well as the associated Articles of Merger to effectuate the merger of B.A.C.A. INTERNATIONAL, INC., into BIKERS AGAINST CHILD ABUSE, INC., a Utah non-profit corporation, and authorizes the International President or another executive officer of B.A.C.A. to execute, on behalf of B.A.C.A., all other documents and take such other actions as may be necessary to effect such merger, including execution of an Agreement and Plan of Merger and filing of appropriate Articles of Merger in accordance with applicable law.

B.A.C.A. INTERNATIONAL, INC.

By Cynthia 'Lucy' Villa
Its Secretary

DATE: 01/20/2015
Receipt Number: 566213
Amount Paid: \$17.00

**BOARD RESOLUTION OF Bikers Against Child Abuse, INC.
AGREEING TO MERGER**

The Board of Directors ("IB") of BIKERS AGAINST CHILD ABUSE, INC., a Utah non-profit corporation (Bikers), met on January 15, 2015. Upon motion made, seconded, and approved by majority vote of the board with one dissent, it was:

RESOLVED: That the Board of Directors approves the Agreement and Plan of Merger as well as the associated Articles of Merger to effectuate the merger of B.A.C.A. INTERNATIONAL, INC., a Utah non-profit corporation, into BIKERS AGAINST CHILD ABUSE, INC., and authorizes the President or another executive officer of Bikers to execute, on behalf of Bikers, all other documents and take such other actions as may be necessary to effect such merger, including execution of an Agreement and Plan of Merger and filing of appropriate Articles of Merger in accordance with applicable law.

BIKERS AGAINST CHILD ABUSE, INC.

By



Its President



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

December 12, 2018 11:10 AM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

