

BOARD OF REGENTS
BRIEFING PAPER

1. Agenda Item Title: Request for Recognition of the UNLV Rebel Soccer Foundation

Meeting Date: June 9-10, 2016

2. BACKGROUND & POLICY CONTEXT OF ISSUE:

The mission of the UNLV Rebel Soccer Foundation (“Soccer Foundation”), a Nevada non-profit corporation, is to support the UNLV men’s soccer program to compete at the highest level and produce student-athletes who are successful both on the field and in the classroom.

The Soccer Foundation will work on, among other matters, fundraising for the men’s soccer program, branding, public relations, community awareness and community support. The Soccer Foundation is being modeled after the UNLV Rebel Golf Foundation a Nevada non-profit corporation, which has been very successful over the last 30 years supporting the golf program, aiding current student-athletes and assisting in recruitment of future student-athletes.

The Soccer Foundation has enlisted the support of Doug Winters from Bradshaw, Smith & Co., LLP to serve as the accountant of record and the firm has agreed to represent the Soccer Foundation. Peter Bernhard of Kaempher Crowell will serve as the attorney of record and likewise has agreed to represent the Soccer Foundation.

Reference materials accompanying this request include a request for an affiliated group; profiles for the officers and directors; a letter of verification from the Internal Revenue Service approving IRS 501(C)(3) status for the Soccer Foundation; Corporate Charter; Amended and Restated Articles of Incorporation; Nonprofit Articles of Incorporation; strategic plan from the September 2015 initial meeting; balance sheet; Profit and Loss Statement; budget; letters of support for the Soccer Foundation; letterhead; and profiles for counsel, financial services, and specialty services.

3. SPECIFIC ACTIONS BEING RECOMMENDED OR REQUESTED:

UNLV President Len Jessup requests Board approval to recognize the Soccer Foundation as an Affiliated Group under the Board of Regents *Handbook*, Title 4, Chapter 10, Section 10.

4. IMPETUS (WHY NOW?):

The UNLV men’s soccer program has achieved great success in the last couple of years including appearances in the NCAA Tournament and two (2) players, from Las Vegas, achieving All-American recognition. It is a program on the rise and the Soccer Foundation wants to facilitate the team’s continued upward trajectory through fundraising and other efforts aimed at enhancing the reputation of UNLV and its soccer program.

5. BULLET POINTS TO SUPPORT REQUEST/RECOMMENDATION:

- The Soccer Foundation’s board is comprised of business and community leaders who have a passion for the University, the program, and the sport. Each member is committed to its success and five (5) of the members are former UNLV soccer players.

- The leaders of this proposed foundation have outlined a strong plan for the Soccer Foundation and its success with both fundraising and community relations.
- The UNLV Rebel Golf Foundation, a Nevada non-profit corporation, which the Soccer Foundation is modeled after, has had a profound and lasting impact on that program over the last 30 years resulting in incredible collegiate and professional successes.
- In 2011, the men's soccer program was slated to be shut down due to a budgetary shortfall until the Engelstad Family Foundation, followed by the Hannah Family Trust, stepped in and provided their support with significant gifts for the benefit of the program. The impetus for creating the Soccer Foundation is to provide stability over the years through fundraising and community support.
- This strong group of community leaders will be able to provide coordinated support for the men's soccer program at UNLV.

6. POTENTIAL ARGUMENTS AGAINST THE REQUEST/RECOMMENDATION:

The Soccer Foundation will be an Affiliated Group which requires oversight by the UNLV Athletic Department, the NSHE Board of Regents, and the State of Nevada in compliance with applicable institutional rules and regulations.

7. ALTERNATIVE(S) TO WHAT IS BEING REQUESTED/RECOMMENDED:

Do not approve the UNLV Rebel Soccer Foundation as an Affiliated Group. Create a fund within the University of Nevada, Las Vegas Foundation, a Nevada non-profit corporation, and establish a governing board made up of community supporters to manage distribution of collected funds to the UNLV Soccer program (i.e., UNLV Runnin' Rebels Club).

8. COMPLIANCE WITH BOARD POLICY:

- Consistent With Current Board Policy: Title # 4 Chapter #10 Section #10
- Amends Current Board Policy: Title # _____ Chapter # _____ Section # _____
- Amends Current Procedures & Guidelines Manual: Chapter # _____ Section # _____
- Other: _____
- Fiscal Impact: Yes _____ No _____
Explain: _____

April 25, 2016



Len Jessup
President
University of Nevada, Las Vegas
4505 S Maryland Parkway
Las Vegas NV 89154

Dear President Jessup,

On behalf of the Board of Directors for the proposed UNLV Rebel Soccer Foundation, we are requesting consideration for becoming an affiliated group under Board of Regents Handbook Title 4, Chapter 10, Section 10. We will assume the responsibilities outlined in the Handbook for affiliated groups, including the administrative and accounting expectations, compliance with institutional goals and priorities, and all other policies and procedures as outlined.

The UNLV Rebel Soccer Foundation has assembled a strong and committed Board of Directors and we will do our best to serve both the men's soccer program and UNLV in producing student-athletes who excel both on and off the field.

Thank you for your consideration of this request. We look forward to working closely with you to enhance the reputation of UNLV and the men's soccer program.

Sincerely,

A handwritten signature in black ink, appearing to read "Daniel Giraldo", is written over a horizontal line.

Daniel Giraldo
President
UNLV Rebel Soccer Foundation



UNLV Rebel Soccer Foundation Strategic Plan 2015-2016

prepared by Professionals in Philanthropy



UNLV REBEL SOCCER FOUNDATION 2015-2016 STRATEGIC PLAN

VISION

Winning on and off the field

MISSION

To support the UNLV men's soccer program to compete at the highest level and produce student-athletes who are successful both on the field and in the classroom

LONG-TERM GOALS

- ❖ Ensure 100% graduation of all student-athletes.
- ❖ Produce good citizens who give back.
- ❖ Be a source of pride for our community.
- ❖ Be a role model.
- ❖ Enhance the reputation of UNLV and the soccer program.

STRATEGIC PRIORITIES & SHORT-TERM GOALS

- ❖ **Fundraising**
 - Engage in fundraising.
 - Develop donor levels/Century Club.
 - Utilize tailgating as an opportunity for "friendraising."
 - Develop a banner for tailgating.
- ❖ **Branding, Public Relations & Community Awareness**
 - Develop a brand for the UNLV Rebel Soccer Foundation.
 - Develop website.
 - Develop swag for donors.
- ❖ **Community Partnerships**
 - Get the local clubs (youth, adult leagues) on board.

TYPES OF SUPPORT

The UNLV Rebel Soccer Foundation plans to provide an array of support, based on the men's soccer program needs. The types of support listed below are not exhaustive but rather an example of what might be provided through the UNLV Rebel Soccer Foundation's fundraising efforts:

- Travel
- Recruitment
- Tuition
- Special equipment
- Scholarships
- Facilities
- Staff augmentation
- Tutoring
- Counseling
- Academic services

KEY DECISIONS & NEXT STEPS

The Board will look at the UNLV Men's Golf Foundation for ideas on how best to structure fundraising activities and donor levels.

The Board will operate in between monthly meetings through ad hoc committees as needed.

- Stacey Wedding will provide committee templates.
- Board will explore technology platform to exchange information.

Board member expectations:

- Each board member makes a personal financial contribution annually that is meaningful to them.
- Each board member offers time, talent and treasure to the best of their ability.

The Board will meet monthly on the 4th Tuesday of the month at 7 a.m. (meeting lasting no longer than 90 minutes) at Mendenhall Center at UNLV. The next meeting is set for October 27, 2015.

April 27, 2016

Members of the NSHE Board of Regents,

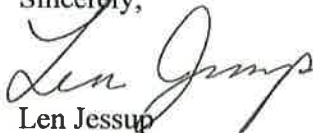
UNLV was built by people who saw needs in the community and knew that having a university in Las Vegas would change the future of our region. They said, “We want to support this.” And they did. The proposal before you is from a group of people who have seen a need, and want to support it. The members of the board for the UNLV Soccer Foundation are committed to ensuring that our students succeed, on and off the field, and become the leaders of tomorrow.

UNLV’s soccer program received a transfusion of funds during the recession by the Engelstad Family Foundation and the Hanna Family. That influx of funds saved the soccer program and I am incredibly grateful to the Engelstad and Hanna families for their generosity. The UNLV Soccer Foundation proposes to take the momentum of those gifts and continue the good work of building a program with a national reputation for athletic, academic and personal excellence that will allow our students to compete at the highest level for years to come.

The proposed UNLV Soccer Foundation’s board includes seven former Rebels (six of whom played soccer at UNLV) and a group of leaders who are passionate, committed, and believe that participation in athletics improves the academic experience. They are professionals—business leaders, community leaders, professional athletes—who believe that their personal involvement can have a profound impact. It is an outstanding board that is highly organized and visionary, who are dedicated to building a financial legacy for the soccer program at UNLV. The executive director of the UNLV Foundation will be an *ex officio* member of the UNLV Rebel Soccer Foundation board.

The people who will serve on the board of the UNLV Soccer Foundation are saying, “We want to support this.” I hope that you will vote to support them in this endeavor.

Sincerely,



Len Jessup
President



UNIVERSITY OF NEVADA LAS VEGAS

April 21, 2016

Dear members of the NSHE Board of Regents,

I am pleased to write this letter in support of the newly formed UNLV Soccer Foundation that will be coming to the board for approval in the near future.

While the UNLV men's soccer program has a rich history since it was launched in the early 1970s, I wanted to share with you some of the Rebels' more recent successes.

Academically, Coach Rich Ryerson's soccer program has continued to raise their APR scores and this year has registered the highest score ever, with a 955 multi-year score.

Athletically, the last two years have been especially noteworthy. In 2014, UNLV played in the NCAA Tournament for the first time since 1988 after knocking off the nation's 14th-ranked team. The Rebels earned their first national ranking since 1992 that fall and a school-record five players were named to the all-region team.

This past season, men's soccer finished 12-7-1 and reached the semifinals of the Western Athletic Conference Tournament. Head coach Rich Ryerson's squad was led by Las Vegan Danny Musovski, who was named Second Team All-America by three different outlets. In fact, it marked the second straight year that a local product was named All-America as Las Vegan Salvador Bernal was a second-team selection in 2014.

(continued on next page)

INTERCOLLEGIATE ATHLETICS

4505 S. Maryland Parkway – Box 450001 – Las Vegas, NV 89154-0001 – 702-895-1533 – 702-895-3079



UNIVERSITY OF NEVADA LAS VEGAS

(continued)

This also marked the second consecutive year that a member of the UNLV program was selected in the MLS SuperDraft as the Colorado Rapids took Bradley Kamden in the third round at No. 58 overall.

Other recent draft picks from UNLV include Bernal going 72nd overall in 2015, Danny Cruz going 41st in 2008, Rod Dyachenko going 31st in 2006 and Victor Arbelaez 30th in 2005. A trio of Rebels is currently playing professionally, including Lamar Neagle, and undrafted free agent now with the DC United.

All of these highlights help emphasize that UNLV men's soccer is on strong footing and the proposed UNLV Soccer Foundation board will only help the program build on its recent triumphs. I look forward to helping them take our Rebels to an even higher level in the future.

Sincerely,

A handwritten signature in black ink, appearing to read "Tina", is written over a horizontal line.

Tina Kunzer-Murphy
Director of Athletics

INTERCOLLEGIATE ATHLETICS

4505 S. Maryland Parkway – Box 450001 – Las Vegas, NV 89154-0001 – 702-895-1533 – 702-895-3079



DANIEL GIRALDO
PRESIDENT



JOHN B. WIGHTMAN, CPA, CGMA
BOARD OF DIRECTORS



JOHN A. LUCAS
VICE PRESIDENT



MICHAEL W. THOMPSON, M.S.W., PH.D.
BOARD OF DIRECTORS



DANIEL D. BARBER
SECRETARY



ROBERT J. CALDWELL, ESQ.
BOARD OF DIRECTORS



FREDERIC APCAR
TREASURER



ROGER TABOR, PRP
BOARD OF DIRECTORS



JIM DIGULIO
BOARD OF DIRECTORS



TIMOTHY CASHMAN
BOARD OF DIRECTORS



JOHN M. SULLIVAN
BOARD OF DIRECTORS



TIMOTHY J. MCGARRY
BOARD OF DIRECTORS



DANIEL GIRALDO



As Senior Vice President for Bank of America, I lead Bank of America's corporate social responsibility work for Las Vegas and Southern Nevada. Specifically, I lead the development of local market strategic planning, philanthropic contributions, sponsorships and events, employee volunteerism, internal and external communications and relationships with public officials and community stakeholders.

I previously served as the single point of contact for our Federal Regulators for Bank of America. In this role, I was responsible for building Bank of America's relationship with our regulators, educating, coordinating and escalating any concerns from our Federal elected officials and Attorney Generals. I was responsible for the States of Alaska, California, Hawaii, Idaho, Montana, Nebraska, Nevada, North Dakota, Oregon, South Dakota, Washington and Wyoming. My role was expanded to cover the DOJ settlement and I was the single point of contact for the Attorney Generals for the Bank of America and Department of Justice settlement in my respective states.

Prior to joining Bank of America, I was Chief of Staff for the Speaker of the Assembly during the Nevada 2011 Legislative session. I coordinated with State Legislators and Caucus members to develop and implement a multitude of bills with an emphasis on education, jobs/economic development, and government reform.

Prior to the Nevada Legislature, I was the District Director for Congresswoman Titus. During my time with Congresswoman Titus, I was responsible for managing all operations and staff for Nevada's 3rd Congressional District for a population of over one million constituents.

Prior to Working for Congresswoman Titus, I worked in local government - Clark County. I was the Neighborhood Liaison for Clark County where I served for eight years working in the South Central areas of Clark County. My position had me working directly with citizens. Specifically, I helped citizens navigate through government bureaucracies, educate citizens on how to be involved in their community and worked with government to improve the qualities of life of where the constituents lived. I initiated and coordinated many different community events: The Community Leadership Workshops, Neighborhood Congress, Día de los Niños, Our Celebration, and One Fest. I also started several community organizations that focus on rebuilding neighborhoods by talking to the neighborhoods and partnering with local government agencies on addressing community needs. (Cambridge Area Management Council and Harmon area Management Council).

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As a graduate of UNLV's Hotel and Restaurant Administration, I spent the earlier part of my career in the restaurant industry. I worked for various companies including Louise's Trattoria based out of Los Angeles, a group of investors owning a Microbrewery and several restaurants and Morton's Restaurant Group concept "Bertolini's Trattoria". During these years (1994 – 2000) I lived my life opening restaurants, operating restaurants and as a company trouble shooter, assisting under-performing restaurants in California, Georgia, Indiana, Pennsylvania, Washington DC and Nevada. My love for food and friends that I made at UNLV keep me connected to the hospitality industry to this day.

I also have volunteered my time serving on non-profit boards. I currently serve on the boards for Habitat for Humanity, Foundation for an Independent Tomorrow (FIT) and Financial Guidance Center (FGC). I served (2004 to 2009) on the board and ended as the Chairman for Nevada Health Center. Nevada Health Centers is a federally funded Community Health Center Program that has operated medical centers in Nevada for 29 years with 21 medical and dental centers, Nevada Health Centers Mammovan, Miles for Smiles buses, School Based Health Centers and two Health Care Centers for the Homeless Clinics in Las Vegas.

Born and raised in Casper, Wyoming, I played soccer at UNLV in 1991 and this memory remains a big part of my life as I focus on being the best father and husband to my daughter Devyn and my wife Tracee.



JOHN A. LUCAS

1717 Hidden Sands Court • Henderson, NV 89074
702.354.3501 • john.lucas@ycstrans.com



EXPERIENCE

Nevada Yellow Checker Star Cab Corporation - Las Vegas, Nevada

December 2003 - Current: *Claims Manager*

Yellow Checker Star Claims Department is a full-fledged insurance department structured to support the growing demands of this dynamic transportation company. Instrumental in building a strong in-house Claims Handling Department and established an optimized business for the handling of subrogation and recovery, property damage claims, early bodily injury settlements, low impact soft tissue cases and complex high exposure claims.

Driven by metrics and reserve analysis, the department is constantly improving its risk management and claims handling capabilities. It has invested in leading-edge technology, to build on its core competencies and gain continuous cost efficiencies, productivity, and overall effectiveness.

Professional Claims Services, Inc. - Las Vegas, Nevada

2000 - 2003: *State Claims Manager*

Responsible for staffing, implementation of claims procedures, work flow processes in both property and casualty handling to assure proper resolution. Participated in marketing and claims presentations, negotiated and set rate schedules for Third Party Administrative Services to include; Flat Rate Per File, Flat Rate Per Feature, Percentage of Premium as well as Time and Expense. Communicated written and verbal reporting results to various insurance carriers.

Progressive Insurance Company - Las Vegas, NV

1997 - 2000: *Casualty Manager*

Responsible for management of the casualty unity to include; Train and develop claims representatives, address complex coverage and liability investigation, quality assurance through file review and triage of claims. Improve individual representative and team performance, track team statistics and complete monthly reports on same.

1994 - 1997: *Casualty Representative*

Investigate, analyze, apply and interpret laws, regulation, procedures, policies and precedents in the negotiation of claims related correspondence, records and documentary evidence in making liability decisions regarding claims. Revise and utilize claim information in wide area computer system.

CONTINUED





1991 - 1994: *Senior Claims Representative*

Familiar with medical terminology enables effective handling of bodily injury cases. Investigated coverage and liability issues to provide effective claims resolution. Developed coverage training module for non-exempt staff which included computer generated coverage issue, resolution standards, endorsement training and exposure recognition.

Progressive Insurance Company - San Diego, CA

1987 - 1991: *Claims Representative*

Established new claim files, including initial report taking and counseling regarding coverage. Successfully handled caseload averaging 175 files. Primary duties included handling of bodily injury and property damage claims.

EDUCATION

Associates Degree - Business Administration

1992: *Mercer County Community College, Trenton New Jersey*

Bachelor of Science Degree - Hotel Administration

1996: *University of Nevada, Las Vegas*

AFFILIATIONS

- Completed Claims Law - Legal Principles
- Licensed Independent Adjuster, Casualty, Property (Effective Date 12/1995 - Present)
- Standard Operating Procedures - Mountain West Division
- Associate Member Las Vegas Defense Lawyers
- MCCC - Men's Soccer 1980/1981 Two Year Junior College All-American
- UNLV - Men's Soccer 1982/1983 Captain
- UNLV - Men's Soccer 1984 Graduate Assistant
- Former Nevada Youth Soccer Coach



DANIEL D. **BARBER**



Daniel D. Barber moved to Las Vegas from Southern California in 1989. Daniel is a graduate of Nevada Las Vegas, where he received a BS in kinesiology. While attending University of Nevada Las Vegas, Daniel was a four year letter winner and a two-time all-American in soccer (89-92). In 2010 Daniel was inducted into the UNLV Athletic Hall of Fame.

After graduating, Daniel started a career in professional soccer in Las Vegas. In 1994 he was a member of the first professional championship team in Las Vegas sports history. Daniel continued to play in the MLS and other professional leagues and was a 3 time all-star during his career.

Daniel D. Barber is a senior hotel manager at Delano Las Vegas and over the last 10 years he has held leadership roles for Mandalay Bay Resort, THEhotel and Delano Las Vegas. Less than a year ago Daniel was one of the key figures who successfully executed the transformation from THEhotel to Delano Las Vegas.

In 2004 Daniel started the I-15 Community Partners for Children and Families.



FREDERIC APCAR

626 South 3rd Street • Las Vegas, NV 89101
702.858.7250 • frederic@apcarconsulting.com



COMMUNITY

Board of Directors

After School All-Stars: May 2007 - Present - www.asaslv.org

United States Youth Soccer Assoc. of Nevada: 2nd VP - June 2008 - June 2012

United States Youth Soccer Assoc. of Nevada: Treasurer - June 2013 - Present

EDUCATION

B.S. Business Administration - Emphasis in Entrepreneurship & International Business
May 1999: *Chapman University*

Juris Doctor

May 2001: *Columbus University*

Master of Laws - International Tax

December 2001: *Regent University*

EXPERIENCE

Esquire Group - Las Vegas, NV

December 2001 - December 2014: *Owner*

- Tax consulting firm specializing in International Tax compliance for U.S. citizens and foreign entities
- IRS conflict resolution
- Tax preparation of individual, partnership and corporate returns
- Took the firm from \$100k in gross revenue to over \$1.3 million gross revenue in 5 years
 - www.nomoretaxtrouble.com
 - Expanded the firm from Nevada to Arizona and Europe
- Sold the company in December 2014

Frederic Aparcar Productions - Las Vegas, NV

March 2001 - Present: *Owner*

- Founder of the Rock the Block concert series in Downtown Las Vegas
 - First ticketed street events in the Fremont East Corridor
 - November 2004 - Present
 - www.rocktheblockvegas.com

CONTINUED





- Co-Produce comedian Louie Anderson's live shows in Las Vegas
 - www.louieanderson.com
- Co-Produce Bonkerz Comedy Clubs in Nevada, Colorado, Wyoming, Pennsylvania and Maryland
- Consultant to the Las Vegas Film Festival for Business Development & Sponsor Parties
 - www.lvff.com
- Producer/Promoter of Reggae in the Desert
 - From 2005 - Present
 - Took the event from 1,500 attendants to over 4,000 flow through attendants
 - www.reggaeinthedesert.com

Apcar Consulting, Inc - Las Vegas, NV

December 2014 - Present: *Owner*

- Business Advisory firm that specializes in Tax Consulting
- Consult for Joseph Beare & Company
- Present a majority of the Downtown Project businesses
 - Directly report to the VP of Investments for Downtown Project
 - Downtown Project is led by Zappos CEO, Tony Hsieh. Downtown Project allocated \$350 million to aid in the revitalization of Downtown Las Vegas



JIM DIGUILIO

jdiguilio@findlayauto.com
702.982.4600 Office • 702.324.1138 Cell



Jim is a graduate of Indiana University, with a degree in Sport Marketing and a Minor in Business. A four year starter on the football team, he was elected First-Team All-Big 10 twice and was an Academic All-Big 10 nominee three times, setting four school records and tying a school record dating back to 1928.

Jim is the General Manager and partner at Audi Henderson in Henderson, Nevada. Since opening in November 2007, Audi Henderson has been recognized by Audi of America, winning the Magna Society award in 2009, and winning the Magna Society Elite (one of 12 dealers recognized annually) award in 2010, 2011, 2012, 2013, and 2014. Jim resides on the Audi Dealer Product Council as well as the Audi Dealer Marketing Council, and is known for his engagement and enthusiasm with the Audi brand. Prior to his work at Audi Henderson, Jim was the General Sales Manager and General Manager at Findlay Volkswagen, spending almost 6 years with the brand. Findlay Volkswagen was one of the top 10 volume dealers in the United States during this time. Jim has worked for the Findlay Automotive Group for 16 years.

A 16 year resident of Las Vegas, Jim is married to Stacy DiGuilio and has two children, Parker age 13 and Regan age 10. When not running the Audi store, Jim can be found at his kid's baseball and soccer events, cycling, skiing, playing golf or playing on a racetrack. He is also involved in community events and sat on the Executive Committee for the American Diabetes Association, helping to put on the Las Vegas Ride for the Cure.



JOHN M. **SULLIVAN**

President & General Counsel
Red Rock Administrative Services, LLC



John is the President and General Counsel for Red Rock Administrative Services, LLC., the operational and administrative arm of a family of businesses that include (i) Racing & Gaming Services, LTD., the pari-mutuel racing industry's premier independent off-track gaming facility; (ii) Viaero Event Center and the Tri-City Storm, a 4,500 seat concert and hockey arena located in Nebraska and the USHL Tier I hockey franchise that plays its home games at the arena; (iii) Las Vegas Ice Center, the city's only two-sheet, full-service ice skating and hockey facility; and (iv) Brooksy's Bar & Grill, a Las Vegas based gaming tavern attached to LVIC. He is also a member and past Chapter Chair of the Las Vegas YPO Chapter.

Prior to joining RRAS, John spent several years as the President of Territory Incorporated, a locally-owned Nevada real estate company that developed and managed over 3,000,000 square feet of commercial real estate. Before that, he spent several years in both commercial gaming (licensed by the Nevada Gaming Commission as well as and several other state, tribal nation, and foreign jurisdiction authorities) and the practice of law (licensed in Nevada). He obtained a Bachelor of Science degree in business administration at the University of Southern California and a Juris Doctorate degree at the George Washington University Law School. He and his wife Daryl have four children.

John is involved in several charitable and civic organizations in the Las Vegas valley. In addition to his YPO positions, John currently serves on the executive committee and as treasurer of the Three Square food bank in Las Vegas, one of the nation's premier food bank operations. Three Square has redefined food delivery for the food-insecure in Las Vegas, providing over 25,000,000 pounds of food in 2013 alone. He is also on the advisory committee for Project 150, an organization dedicated to addressing the needs of the high-school aged homeless in Las Vegas. Previously, John has been a director of Catholic Charities of Southern Nevada, Bishop Gorman High School, The Las Vegas Founders (past president), First Tee of Southern Nevada (founding director), and Variety - The Children's Charity of Southern Nevada.

John's involvement in soccer within the valley started as a player through the youth and high school ranks. John later became involved as a coach and manager at the various youth and competitive club levels, and then later expanded that involvement from the team to the club level. He currently serves as the Club liaison and administrator to the Elite Clubs National League (ECNL) for the Heat FC club in Las Vegas.



JOHN B. **WIGHTMAN, CPA, CGMA**

1301 S. Jones Blvd. • Las Vegas, Nevada 89146
702.878.0959

RELATED EDUCATION

Licensed by the State of Nevada - Certified Public Accountant: Lic. #2194 - September 1991
Licensed by the AICPA - Chartered Global Management Accountant: Lic. #110013622 - July 2012
BSBA - Accounting: University of Nevada, Las Vegas - May, 1989

PROFESSIONAL EMPLOYMENT

Rich, Wightman & Company, CPA's - Managing Partner: 3/17/87 to Present
Services include certified audits, reviews and compilations of financial statements, tax, gaming and regulatory compliance and reporting, management advisory services, business valuation, estate planning, litigation support, and business acquisition/sale services.

Nevada Credit Union League: 1986 to 3/16/87:
Assisted in Member services areas including VISA card processing, Check and Check card processing, and Member Statement processing

PROFESSIONAL MEMBERSHIPS

- Nevada Society of Certified Public Accountants (Prior Member of Banking Services Committee)
- American Institute of Certified Public Accountants
- Participant in AICPA/Nevada Society Quality Review Program

ORGANIZATIONS/AFFILIATIONS

- Head Coach, Heat FC Soccer Club U15 Boys (Active)
- Head Coach, Las Vegas Premier Soccer Club (Former)
- Head Coach Downtown Soccer Club (Former)
- Assistant Coach, Nuesport FC (Former)
- Vice President Elite Soccer League (Former)
- City of Henderson Economic Resource Partners Committee Member (Active)
- Member UNLV Planned Giving Foundation (Active)
- Founding Member UNLV Soccer Alliance (Active)
- Chair, AICPA Technical Standards Subcommittee (DOL) (Former)
- Board Advisor, Nevada Fire Chiefs Association (Former)
- Treasurer, Allied Arts Council (Former)

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SPECIALIZED AREAS OF INDUSTRY EXPERIENCE

- Business Acquisition/Sale
- Business Valuations and Analysis
- Computer Services
- Construction and Manufacturing
- Estate and Succession Planning
- Gaming
- Internet and Web Based Business Development
- Linen Service and Rental
- Litigation Support and Testimony
- Medical, Legal and Professionals
- Professional Athletes
- Real Estate and Development
- Technology & Retail Electronics
- Theatrical and Production
- Start-Ups and Business Accelerators

ADDITIONAL TRAINING AND PROFESSIONAL COURSES

- Bankruptcy
- Business Valuations
- Certified Audit Preparation and Disclosure
- Construction Claims
- Damage Studies
- Divorce
- Employee Theft Investigations
- Estate Planning for High Income Individuals
- Estate Planning for the Small Business Owner
- Estate Planning Utilizing Charitable Vehicles
- Estate Taxation
- Financial Statement Analysis
- Fraud Detection and Calculations of Losses
- High Income Individual Tax Strategies
- Individual Taxation
- Litigation Strategies
- Management Consultation Services
- Non-Profit Taxation
- Partnership Taxation
- Reviewed and Compiled Financial Statement Preparation and Disclosure
- S-Corporation Taxation
- Trust Taxation
- 401(k) and other Employee Benefit Plan Audits



**MICHAEL W.
THOMPSON, M.S.W., PH.D.**

PROFESSIONAL

Kids 'R' Kids Learning Academies of Nevada - *Multi-million dollar early learning center*

Owner: September 2000 to Present

- Developed and facilitated business plan for startup franchise business
- Contract negotiations for all services and products
- Secured financing for land acquisition and facility build out
- Created successful initial and ongoing business marketing strategy
- Responsible for daily on-site management

Alliance Health Network - *Nevada based multi-hospital coalition*

Director of Managed Care Contracts: January 1999 to May 2001

- Contract Negotiator between coalition and managed care/HMO organizations
- Facilitate state-wide PPO contract negotiations
- Director of Marketing/Sales for hospital contracts
- Secondary Product evaluation and development

Harmony HealthCare of Nevada - *Managed behavioral health care corporation*

Chief Operating Officer, Chief Executive Officer: January 1998 to January 1999

- Director of operations for clinic/network based behavioral health corporation
- Contract and clinical service oversight of regional provider and facility network
- Developed delegated NCQA utilization management plan
- Facilitated direct contract covering 100,000 lives
- Established utilization management program creative \$500,00 in cap savings
- Established departmental reporting management system
- Oversight of multidisciplinary clinical and case management team
- Contract negotiations for services, facilities and providers
- Tracked employee productivity of clinical, front office, billing, marketing sales, account management and nationwide provider system

Pacific Heritage Administrator - *Medical insurance company, third party administrator*

Regional Manager: September 1996 to December 1997

- Directed state wide operation of regional medical insurance company
- Specialized in working with large self-funded corporations
- Liaison to corporate CEO/CFO and Human Resources departments

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- Oversight of third party claims administration, product development and consulting; account servicing, marketing and sales
- Established contracts with local and regional medical provider networks
- Expanded state wide client base utilization established brokerage relationships

The Holman Group - *Managed behavioral health company*

Account Executive, Marketing & Sales: September 1994 to September 1996

Clinical Case Manager: September 1992 to September 1994

- Established account service, sales and marketing departments
- Secured HMO and EAP contracts
- Product development, implementation and management
- Liaison to corporate management and Human Resource departments
- Contract negotiations with plan benefit administrators
- Developed integrated medical claims offset program
- Training, development and facilitation of corporate management and employees
- Established clinical inpatient case utilization review and discharge protocols
- Facilitated multi-disciplinary outpatient treatment team case review system

Clark County, Nevada - *Judicial court education program*

Consultant: July 1992 to September 1993

- Researched and helped implement judicial court DUI and traffic schools
- Secured state program certification and approval
- Established employee hiring, development curriculum training and evaluation
- Operationalized fee collection, accounting and annual budget

Clinical Therapist/Substance Abuse Councilor

Staff Position, Bridge Counseling Ass./Family Institute: 1988 to 1992

- Provided individual, marital and family counseling in *psychiatric clinic*
- Provided clinical therapy for adults, adolescents and children in acute hospital
- Provided chemical dependency recovery and relapse prevention in acute hospital
- Program Development including:
 - Adolescent peer counseling training
 - Personal and spiritual growth retreats
 - Corporate training and motivational speaking
 - Team Teaching Program for Clark County School District
 - Corporate based Employee Wellness Program

Youth Minister/Catholic Diocese of Reno/Las Vegas

Staff Position, St. Viator Catholic Church: 1981 - 1991

- Developed and administered social and spiritual outreach to teenagers
- Developed and facilitated ongoing retreat ministry program
- Spiritual Direction and Counseling of youth and families
- National conference speaker

CONTINUED





EDUCATION

Doctorate in Philosophy: LaSalle University, Louisiana - September 1995

Master of Social Work, Direct Clinical Practice: University of Nevada Las Vegas - May 1991

Bachelor of Arts, Social Work; Education minor: University of Nevada Las Vegas - December 1988

CURRENT PROFESSIONAL AFFILIATIONS

President: Nevada Childcare Association

State of Nevada Governors Appointee: Child Early Learning Council

Board member: Franchise Advisory council

SOCCER SPECIFIC EXPERIENCE

Soccer Player: University of Nevada Las Vegas

1974-1975 Inaugural UNLV NCAA Sanctioned Season

Soccer Head Coach: 19 years' experience

Licensed National "D" Level Coach

Olympic Development Program State Advisor

Referee: Southern Nevada Official Association

2009 to current - High School Soccer

Founding Board member and Past Treasurer: Elite Soccer League of Nevada

Board Member and Past Treasurer: United State Youth Soccer Association of Nevada



**ROBERT J.
CALDWELL, ESQ.**

Kolesar & Leatham, Chtd.



Robert J. Caldwell is a Shareholder of Kolesar & Leatham in Las Vegas, concentrating his practice in business and complex civil litigation, including class actions, contract disputes, lender liability, product liability, sports law, international law, intellectual property and employment law matters.

Caldwell received his Juris Doctorate degree from the University of Alabama School of Law in 1999 and a Bachelor of Arts degree from Miami University (Ohio) in 1996. He also studied international banking law at the University of Fribourg (Switzerland). Prior to commencing law school, Caldwell worked for U.S. Senator Mitch McConnell in Washington D.C., advising the Senator on matters of military and foreign affairs.

Active in the leadership of the American Bar Association (ABA), Caldwell currently serves as Revenue Officer of the ABA Tort Trial and Insurance Practice Section (TIPS), managing sponsorships and non-does revenue on behalf of proximately 25,000 members of the ABA's third-largest Section. Previously, Caldwell served as a Member of the TIPS Governing Council and as Chair of its Business Litigation Committee, among other roles. In 2009 and 2012, Caldwell traveled to Beijing with other ABA leaders to teach Chinese lawyers and business executives about the American legal system.

Caldwell is also active in the leadership of the Union Internationale des Avocats (UIA/International Association of Lawyers), where he currently serves as President of the UIA Litigation Commission and a member of the UIA governing board. At the 2012 UIA Congress in Dresden, Germany, Caldwell delivered the Keynote Address to the UIA Sports Law Commission, discussing match fixing, fraud in sports and legalization/regulation of sports betting. In 2013, in Macau, China, Caldwell spoke to the UIA Litigation Commission about representing gaming companies in litigation. Last year, in Florence, Italy, Caldwell addressed the UIA Sports Law Commission on foreign investment in sports teams and to the UIA Litigation Commission on the need for full and fair funding of court systems.

Caldwell leads the firm's Entertainment and Sports Law Group. Representing professional athletes and teams in litigation and transactional matters, Caldwell's sports law clients have included Los Angeles Angels and Cincinnati Reds of Major League Baseball, Tampa Bay Buccaneers of the National Football League, Borussia Mönchengladbach of the German Bundesliga, NFL All-Pro place kicker Rob Bironas and Eric Prindle, former Heavyweight Tournament Champion of Bellator MMA (mixed martial arts). Caldwell has also represented clients in sport-related personal injury and wrongful death actions involving off-road racing, skiing and golf course incidents.

CONTINUED





In addition to this litigation practice, Caldwell is co-authoring a multi-volume treatise for West/Thompson Reuters untitled "Handling Business Tort Cases."

Finally, Caldwell is active in volunteer activities in Las Vegas. He oversees the firm's participation in the Children's Advocacy Program (CAP) of the Legal Aid Center of Southern Nevada, representing abused and neglected children in court proceedings. He has been recognized twice as a member of the 100 Hours Club, donating more than 100 hours of legal service to CAP clients in a given year.



ROGER TABOR, PRP

TaborTeam@cox.net
702.812.4803



As a native Las Vegas, former Rebel and lifelong local soccer supporter, I have a unique background and skill set to help direct the Rebel Men's Soccer Foundation.

CURRENTLY

Wells Fargo Investments (and predecessor firms) - Las Vegas, NV

Managing Director - Investments: 1991 - Present

Downtown Las Vegas Soccer Club, Las Vegas, NV

President: 2005 - Present

Las Vegas Mayor's Cup International Showcase - Las Vegas, NV

Associate Tournament Director: 2005 - Present

Las Vegas Fremont Rotary Club - Las Vegas NV

Director: 1998 - Present

Southern NV Sports Hall of Fame, Las Vegas, NV

Trustee: 2012 - Present

PAST

First Vice President: US Youth Soccer - NV

Vice President: Nevada South Youth Soccer

Director: Easter Seals of Nevada

Director: Crippled Children Transportation

UNLV Men's Soccer: 1976, 1978, 1979 - Team Captain 1979

EDUCATION

UNLV: Finance Investments 1976 - 1984

Plan Sponsor Retirement Professional: 2003

AWARDS

Leadership Las Vegas: 1990-1991

Rotarian of the Year: 2010-11

Las Vegas Citizen of the Month: May 2005

In Business, Top 40 under 40: 1995



TIMOTHY CASHMAN

2300 West Sahara Avenue, Suite 1110 • Las Vegas, NV 89102
702.938.5115 • 702.938.5118 Fax

EDUCATION

Layola Marymount University - Los Angeles, California
Bachelor of Business Administration - Concentration in Management and Finance

Bishop Gorman High School - Las Vegas, Nevada

BIOGRAPHICAL DATA

I was born in Las Vegas in 1959 and have been a lifelong Nevada resident. I am a member of the third generation of the Cashman family in Nevada, following my grandfather, James Cashman, who came here in 1904 and my father, James Cashman, Jr., who was born here in 1926. I attended local schools, graduating from Bishop Gorman High School in 1978. I graduated from Layola Marymount University, Los Angeles in 1982 with a Bachelor of Business Administration.

Upon graduation from college, I joined Cashman Equipment in Reno, Nevada, as a salesman for Caterpillar heavy equipment. In 1986 I purchased a minority interest in the family business and managed the Reno and Elko operations until 1991. In 1991 I returned to southern Nevada as a Regional Vice President and served in that capacity until 1993.

In July 1993 I purchased Cashman Cadillac, Inc., the only Cadillac franchises in southern Nevada; I sold the dealerships to Sonic Automotive Group in November 2000.

OTHER BUSINESS INTERESTS

In 1996, I joined Don Andress as co-owner of Southern Nevada Harley-Davidson Sales, Inc. (dba Las Vegas Harley-Davidson). In 2002 we obtained an additional franchise for Henderson Harley-Davidson. In 2007, we obtained the franchise for our west-side operation, Red Rock Harley-Davidson. We also have ten retail outlets located throughout Las Vegas. In September 2000 we opened the Zion Harley-Davidson Shop in St. George, Utah. I am also a partner in Somerset Development Company, Ltd., LLC a real estate development company in northern Nevada.

PERSONAL

In May 1985, I married Denise Koval. We have two daughters, Samantha and Ali. I enjoy fishing, riding, golfing, boating and spending time with my family.

CONTINUED





COMMUNITY ACTIVITIES

I firmly believe if you prosper from commerce in a community, you should give something back through personal involvement. In this regard, I am active in a number of business and community organizations.

I'm a past Chairman of the Las Vegas Chamber of Commerce and currently serve on the Government Affairs Committee. As part of my activity with this organization, I also served as the Vice-Chairman for the Government Affairs Committee from 1995 to 1999.

I am currently on the Governing Board of the Tahoe Regional Planning Agency. I am a member of the Tahoe Fund Board of Directors and served as the Chair from 2013-2014. I am also a member of the Board of Directors and Executive Committee for the Nevada Taxpayers Association, an organization which monitors tax policies in Nevada. In 2004, I was asked to serve as a member of the Board of Trustees for the Keyser Foundation and currently remain on the board today.

I also served as Chairman of the Gorman High School Investment Committee. From 2006 to 2012, I served on the Board of Directors for Las Vegas Events. I am also a past member of the Nevada Department of Transportation's Blue Ribbon Task Force.

For several years I have been associated with the Y.M.C.A. in southern Nevada; I served as Chairman for their major fund raising event, Y Not Nite in 1996 & 1997.

I am a past member of the Board of Directors for American Asphalt and Grading and a past member of the Board of Director for U.S. Bank and Nevada Commerce Bank. I was appointed by Governor Guinn to the Ethics Commission in 2004.



TIMOTHY J. MCGARRY

3575 W. Post Rd, • Las Vegas, NV 89118
702.306.4600 • tim@fortedesignbuild.com



EDUCATION

BS in Political Science: UNLV - 1977-82

Juris Doctorate: University of San Diego School of Law -1982-85

WORK HISTORY

Law Clerk: the honorable Joseph Pavlikowski of the eighth judicial district court - 1985 to 1986

Associate Attorney: Schreck, Jones, Bernhard, Woloson & Godfrey - 1986 to 1989

Partner: Ralieg, Hunt & McGarry FKA Netzorg, Raleigh, Hunt & McGarry - 1989 to 2008

CURRENTLY

Owner: Forté Specialty Contractors a Las Vegas based general contractor - 2011 to Present

Managing Member: Verano Limited Partnership which owns 2,000 acre master planned community in San Antonio, Texas - encompasses Texas A & M University @ San Antonio 2007 to Present

Special Advisor: Engelstad Family Foundation, dedicated to various community and philanthropic endeavors - 2005 to Present

COMMUNITY

Founder and Chairman: Miracle League of Las Vegas - 2009 to Present: Developed a \$1.8M state-of-the-art baseball complex where players living with cognitive and/or physical challenges have the opportunity to play baseball. Miracle league now has 200 players and 400+ volunteers on an annual basis.

Facilitated \$850k gift to UNLV soccer program: 2011

Board of Directors: UNLV Rebel Soccer Foundation - 2015 to Present

SOCCER PARTICIPATION

Played at UNLV: 1979 and 1980



11:05 AM

04/29/16

Accrual Basis

UNLV Rebel Soccer Foundation
Balance Sheet
As of April 30, 2016

	<u>Apr 30, 16</u>
ASSETS	
Current Assets	
Checking/Savings	
US Trust - Operating Account	115,160.00
Total Checking/Savings	<u>115,160.00</u>
Total Current Assets	<u>115,160.00</u>
TOTAL ASSETS	<u>115,160.00</u>
LIABILITIES & EQUITY	
Equity	
Unrestricted Net Assets	4,275.00
Net Income	110,885.00
Total Equity	<u>115,160.00</u>
TOTAL LIABILITIES & EQUITY	<u>115,160.00</u>

11:06 AM
04/29/16
Accrual Basis

UNLV Rebel Soccer Foundation
Profit & Loss
January through April 2016

	<u>Jan - Apr 16</u>
Ordinary Income/Expense	
Income	
Direct Public Support	
Individ, Business Contributions	110,885.00
Total Direct Public Support	<u>110,885.00</u>
Total Income	<u>110,885.00</u>
Net Ordinary Income	<u>110,885.00</u>
Net Income	<u><u>110,885.00</u></u>

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

UNLV REBEL SOCCER FOUNDATION

A Nevada nonprofit corporation

ARTICLE I

NAME AND ADDRESS

The name of the corporation is UNLV Rebel Soccer Foundation (the "Corporation"). Its principal place of business shall be located in the County of Clark, State of Nevada, but its Board of Directors (as defined below) may meet for the transaction of business at such other places within or without the State of Nevada as the Directors (as defined below) may, from time to time, designate.

ARTICLE II

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III

PURPOSE AND POWERS

- A. The Corporation is formed and organized and shall always be operated exclusively for charitable, and educational activities. More specifically, the Corporation's objects, purposes and nature of business are to assist and support, provide service, promote and stimulate interest in the University of Nevada- Las Vegas ("UNLV") Men's Intercollegiate Soccer Program; provided that such activities are for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code").
- B. The Corporation's powers as aforesaid shall include, but shall not be limited to, the several powers and purposes set forth in Nevada Revised Statutes, Section 82.121, et seq., as amended or renumbered, or the analogous provision of any future Nevada nonprofit corporation code, which are incorporated herein by this reference.
- C. The Corporation shall have the right, upon vote of its Directors, to request to become a formally affiliated foundation of UNLV or the UNLV Foundation. Upon any such formal affiliation, the Corporation shall abide by such of the rules and regulations of the Nevada System of Higher Education, and UNLV, as apply to affiliated foundations.
- D. Notwithstanding any provision of these Articles or the Corporation's bylaws (the "Bylaws"), the Corporation shall not engage or participate in any activity constituting a violation of the rules of the National Collegiate Athletic Association ("NCAA") or which would cause UNLV to violate.

any NCAA rules.

ARTICLE IV

TAX EXEMPT

Notwithstanding any other provisions of these Articles of Incorporation (the "Articles"), the Corporation shall engage only in activities that may be conducted by an organization (a) which is described in Section 501(c)(3) of the code and (b) contributions to which are deductible pursuant to Code Sections 170(c)(2), 642(c), 2055 and 2522.

ARTICLE V

BUSINESS

The Corporation's activities will include assisting and supporting, providing service, promoting and stimulating interest in the UNLV Men's Intercollegiate Soccer Program.

ARTICLE VI

EARNINGS; LOBBYING; LIQUIDATION

- A. The Corporation shall not be for profit or pecuniary gain and shall have no capital stock or shares. No part of any net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Officer (as defined below) or Director of the Corporation or any private individual, or be appropriated for any purposes other than the purposes of the Corporation as herein set forth; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to the extent permitted by law, and to make payments and distributions in furtherance of the purposes of the Corporation as set forth herein.
- B. No substantial part of the Corporation's activities shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in Section 501(h) of the Code). The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
- C. Upon the winding up and dissolution of the Corporation, the Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of its assets to the UNLV Foundation, provided said Foundation agrees to use such assets for the activities only as set forth in Article V of these Articles, or to another nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes, and which has established its tax exempt status under Section 501(c)(3) of the Code, as the Directors shall determine. Any such assets not disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

BOARD OF DIRECTORS AND OFFICERS

- A. The Corporation's affairs shall be conducted by a Board (the "Board of Directors") composed of not less than three (3) and not more than fifteen (15) natural persons who shall direct the business of the Corporation (each, a "Director"). The Board of Directors may adjust the number of Directors within the aforesaid limits and shall fill any vacancies occurring in the Board of Directors pursuant to the Bylaws.
- B. All Directors other than the initial Directors shall be elected by the Board at an annual meeting of the Board of Directors; and they shall be elected and they shall hold office for a term as set forth in the Bylaws.
- C. The annual meeting of the Directors shall be held on the second Thursday of June of each year at the Registered Office of the Corporation or at any other time and/or place as may be designated by the Board of Directors.
- D. The Corporation's Officers shall be a President, a Vice President, a Secretary, a Treasurer and such other Officers as the Board of Directors may elect or appoint pursuant to the Bylaws, any of whom may be elected while also being a member of the Board of Directors (the "Officers"). The above-specified Officers shall be elected at the annual meeting of the Board of Directors, other than the initial Officers.
- E. To the extent and in the manner prescribed by the Bylaws, the Board of Directors may delegate to an executive committee the power to act in the name of the Board of Directors in the management of the business and affairs of the Corporation during the periods between the Board meetings.

ARTICLE VIII

PRIVATE PROPERTY

The private property of the Directors and Officers of the Corporation shall be forever exempt from the debts, obligations, and liabilities of the Corporation.

ARTICLE IX

MEMBERSHIP AND CAPITAL STOCK

The Corporation shall have no capital stock of any kind. The Corporation has no voting members.

ARTICLE X

INDEMNIFICATION

- A. The Corporation will indemnify any and all of its existing and former trustees, directors, officers, employees and agents of the Corporation with respect to liabilities and expenses arising out of any action, suit or proceedings in which they become involved by reason of their affiliation with the Corporation; provided, however, this indemnity shall not be operative with regard to:

- 1) Any matter as to which such person shall have been finally adjudged in any action, suit or proceeding to be liable for gross negligence or intentional misconduct in the performance of his duties; or,
 - 2) Any matter settled or compromised which arises out of or results from his own gross negligence or intentional misconduct.
- B. Such right of indemnification shall not be exclusive of any other right which such trustees, directors, officers or employees may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any Bylaw, agreement, vote of the members of the Board of Directors not having a direct interest in such right, provision of law or otherwise, as well as their rights under this Article X.
- C. If Nevada law is amended to authorize corporate action broadening the Corporation's ability to indemnify its directors and officers, the Corporation will indemnify its existing and former directors and officers to the fullest extent permitted by Nevada law, as amended, provided that any such indemnification is not inconsistent with the Corporation's status as an organization described in Section 501(c)(3) of the Code. Any repeal or modification of this Article X will not adversely affect any right or protection of any existing or former director or officer of the Corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.

ARTICLE XI

LIMITATION OF DIRECTOR LIABILITY

The personal liability of the directors to the Corporation for monetary damage for any action taken or any failure to take any action as a director is eliminated to the fullest extent permitted by Nevada Revised Statutes, Section 82.221, as amended or renumbered, or the analogous provision of any future Nevada nonprofit corporation code.

ARTICLE XII

DISCRIMINATION NOT PERMITTED

In rendering its functions and in fulfilling its purpose, the Corporation shall not practice or permit unlawful discrimination on the basis of sex, age, race, national origin, religion, physical handicap or disability, or sexual orientation.

ARTICLE XIII

PRIVATE FOUNDATION

In the event that this Corporation becomes a "private foundation", as defined in Section 509 of the Code, while it is a "private foundation":

- A. The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
- B. The Corporation will not engage in any action of self-dealing as defined in Section 4941(d) of the Code;

- C. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code;
- D. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and
- E. The Corporation will not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE XIV

AMENDMENTS

These Articles of Incorporation may be amended, and the Corporation may be dissolved, by the vote of a majority of the Directors of the Corporation entitled to vote thereon, whether at a meeting or by corporate action without a meeting; provided, however, that Article III and Article IV may be amended only to the extent that changes in the applicable provisions of the federal tax code make such changes necessary or desirable or in order for this Corporation to initially qualify or to preserve its status as an exempt organization under Section 501(c)(3) of the Code.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the foregoing Articles of Incorporation have been duly approved by the required vote of the directors [and members] entitled to vote in accordance with Chapter 82 of the Nevada Revised Statutes. The undersigned certifies that the matters set forth above are true and correct of their own knowledge.

DATED this 22nd day of November, 2015

By: Tim James

By: [Signature]

By: [Signature]

By: [Signature]

By: [Signature]

By: [Signature]

By: [Signature]

[Remainder of page intentionally left blank.]

EXHIBIT B

BYLAWS OF

UNLV REBEL SOCCER FOUNDATION

A Nevada Nonprofit Corporation

I. CORPORATION ARTICLES

1.1. References to Articles. Any reference herein made to the articles of incorporation (the "Articles") of the UNLV Rebel Soccer Foundation (the "Corporation") will be deemed to refer to its Articles and all amendments thereto at any given time on file with the Nevada Secretary of State, together with any and all certificates filed by the Corporation with the Nevada Secretary of State (or any successor to its functions) pursuant to applicable law.

1.2. Seniority. The Articles and Chapter 82 of the Nevada Revised Statutes will in all respects be considered senior and superior to these bylaws (the "Bylaws"), with any inconsistency to be resolved in favor of the Articles and such law, and with these Bylaws to be deemed automatically amended from time to time to eliminate any such inconsistency which may then exist.

II. CORPORATION OFFICES

2.1. Registered Office. The registered office of the Corporation in the State of Nevada shall be 3575 W. Post Rd, Las Vegas, NV 89118, unless otherwise designated in the Articles. The Corporation may have such other offices, either within or without the State of Nevada, as the Board of Directors (as defined below) may designate or as the business of the Corporation may require from time to time.

2.2. Change of Resident Agent. The Board of Directors may change the Corporation's registered agent from time to time by filing a statement with the Nevada Secretary of State pursuant to applicable law.

III. MEMBERS

3.1. Members. Individuals and others who wish to ally themselves with the nature and purpose of the Corporation are eligible for membership. The Board of Directors, on such terms and conditions which are deemed necessary, may limit the total number of members in the Corporation. The Secretary of the Corporation shall maintain a complete list of all Members and update the membership list on an annual basis.

3.2. Dues. The Board of Directors, in its sole discretion, may from time to time fix and recalculate the amount of dues to be paid by members and shall be solely responsible for the billing, collecting and handling of such dues. All persons paying dues shall pay the dues directly to the "Rebel Soccer Foundation". Notwithstanding the foregoing, the affairs of the Corporation shall be administered by the Board of Directors.

3.3. Incidents of Membership. Members shall have such rights and privileges as may be granted, from

time to time, by the Board of Directors. However, members shall have no voting rights.

IV. BOARD OF DIRECTORS

4.1 Board of Directors. The Board (the "Board of Directors") shall be composed of not less than three (3) and not more than fifteen (15) natural persons who shall direct the business of the Corporation (each, a "Director"). Each Director's term shall be two (2) years. A Director may serve consecutive terms; provided, however, that no Director may serve more than ten (10) terms consecutively. The Directors' terms can be staggered to ensure orderly succession of their respective duties. Directors shall be elected by a majority of the Directors. Directors shall have general powers to manage and direct the activities of the Corporation. Subject to Sections 4.12 and 7.1, each Director's term shall automatically expire upon expiration of such Director's elected term.

4.2 Regular Meetings. A regular annual meeting of the Board of Directors is to be held on the second Thursday of June of each year at the Registered Office of the Corporation or at any other time and/or place as may be designated by the Board of Directors. Additional regular meetings may be held at regular intervals at such places and at such times as the Board of Directors may determine.

4.3 Special Meetings. Special meetings of the Board of Directors may be held whenever and wherever called for by the President or the number of Directors that would be required to constitute a quorum.

4.4 Notices. Written notice of the time and place (but not necessarily the purpose or all of the purposes) of any annual, regular or special meeting will be given to each Director in person or by mail, electronic mail or facsimile addressed to him or her at his or her latest mailing address, electronic mail address or facsimile number appearing on the Corporation's records. Notice to any Director of any such meeting will be deemed given sufficiently in advance where (i) if given by the United States Postal Service, the same is deposited in the mail, with first class or airmail postage prepaid, at least five days before the meeting date, (ii) if personally delivered or delivered by electronic mail, the same is transmitted at least two days before the meeting date, or (iii) if given by facsimile, the same is transmitted and electronic confirmation of successful transmission is received at least two days prior to the convening of the meeting. Any Director may waive call or notice of any meeting (and any adjournment thereof) at any time before, during, or after it is held. Attendance of a Director at any meeting will automatically evidence his or her waiver of call and notice of such meeting (and any adjournment thereof) unless he or she is attending the meeting for the express purpose of objecting to the transaction of business because the meeting has not been properly called or noticed. Any meeting, once properly called and noticed, (or as to which call and notice have been waived as aforesaid) and at which a quorum is formed, may be adjourned to another time and place by a majority of those in attendance.

4.5 Quorum. A quorum for the transaction of business at any meeting or adjourned meeting of the Board of Directors will consist of fifty-one percent (51%) of those then in office.

4.6 Voting. Any matter submitted to a meeting of the Board of Directors will be resolved by a majority of the votes cast thereon. In the case of equality of votes, the chairman of the meeting will have an additional or deciding vote.

4.7 Committees. The Board of Directors, from time to time, by resolution adopted by a majority of the entire Board, may provide for the creation of a committee or committees regarding any matter within the powers of the Corporation and having such powers and duties as may be described from time to time by the Board of Directors or the President upon authority conferred upon him by the Board of Directors. The Board of Directors may effectuate the creation of a committee by (a) appointing one or more standing

or temporary committees; (b) authorizing the President to appoint such committees, or (c) approving the creation thereof by the President, provided, however that such committees shall be restricted in their authority as follows: notwithstanding the limitations on committee actions set forth in Chapter 82 of the Nevada Revised Statutes, a committee shall not have the authority of the Board of Directors in reference to the following matters: (x) the filling of vacancies on the Board of Directors or in any committee of the Board of Directors, and (y) the amendment or repeal of the Articles or the Bylaws, or the adoption of new Articles or Bylaws. A member of any committee may be removed, with or without cause, by the Board of Directors. In the event any vacancy occurs in a committee, it shall be filled by the Board of Directors or at the discretion of the Board of Directors be left vacant. Unless otherwise specifically required pursuant to the Articles, these Bylaws or a resolution adopted by a majority of the entire Board of Directors, a member of a committee need not be a Director of the Corporation. Committees may include non-Directors.

4.8 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors or of any committee at which action is taken on any matter will be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting or unless he or she files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof. A right to dissent will not be available to a Director who voted in favor of the action.

4.9 Compensation. No Director shall receive or be entitled to receive any compensation from the Corporation by reason of serving on the Board of Directors of the Corporation. Notwithstanding the foregoing and subject to approval by the Board of Directors, a Director may be reimbursed for reasonable expenses, if any, incurred by the Director on behalf of the Corporation.

4.10 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if a majority of Directors or committee members, as the case may be, consent thereto in writing. Such consent shall have the same effect as a majority vote of the Directors or committee members of the Corporation at a meeting duly called and noticed.

4.11 Meetings by Conference Telephone. Any member of the Board of Directors or a committee thereof may participate in any meeting of the Board or such committee by means of a conference telephone or similar communication equipment whereby all members participating in such meeting can hear one another. Such participation shall constitute attendance in person.

4.12 Vacancies, Resignation, and Removal From the Board of Directors. Any vacancy or vacancies in the Board of Directors resulting from death, incapacity, resignation, expiration of term of office, removal or otherwise shall be filled by a majority of the remaining members of the Board or at the discretion of the remaining members of the Board be left vacant. A Director may be removed only by a majority of the remaining members of the Board. The removal of a person as a Director does not automatically prevent the same person from serving as an officer.

V. OFFICERS – GENERAL

5.1. Elections and Appointments. The Board of Directors shall elect or appoint an "Executive Committee" comprised of a President, a Vice-President, a Secretary, a Treasurer and two Directors. The Executive Committee shall act for the entire Board of Directors during the periods between the meetings of the Board of Directors as provided in these Bylaws. A person elected or appointed to any office will continue to hold such office subject to the limitations set forth in these in the By-Laws or until such officer resigns pursuant to Section 7.1 or is removed pursuant to Section 5.2. Except for the offices of

Secretary and Treasurer, the same office may not be held by the same person.

5.2. Removal Delegation of Duties. A majority of the Board of Directors may, whenever in their judgment the best interests of the Corporation will be served thereby, remove any officer or agent of the Corporation or temporarily delegate such officer's powers and duties to any other officer or to any Director to serve for the remainder of the term.

5.3. Salaries. An officer may be paid reasonable compensation and shall be reimbursed for reasonable expenses, if any, incurred by such officer on behalf of the Corporation and approved by the Board of Directors. Notwithstanding the foregoing, no salary or other compensation shall be paid to an individual serving as an officer of the Corporation who is also on the Board of Directors unless such compensation relates solely to such individual's capacity as an officer. The following guidelines shall be followed by the Directors when determining reasonable compensation of any officer:

- a. The Corporation's Conflict of Interest Policy must be consulted and satisfied;
- b. Compensation arrangements must be based on (i) information about compensation paid by at least three similarly situated organizations (taxable or tax- exempt) for similar services, (ii) current compensation surveys compiled by independent firms, or (iii) actual written offers from similarly situated organizations;
- c. Compensation arrangements must be approved pursuant to this Section 5.3 in advance of any payment of compensation;
- d. The date and terms of approved compensation arrangements must be documented in writing, and the written documentation must identify (i) the members of the authorized body who were present during debate on the approved compensation arrangement, (ii) the decision made by each individual who participated in the determination of approved compensation arrangement, (iii) the information on which the compensation arrangement was based and its source, and (iv) any actions taken, consistent with the Conflict of Interest Policy referenced in Section 5.3(a), with respect to consideration of the compensation arrangement by anyone who otherwise is authorized to vote on compensation arrangements but who had a conflict of interest with respect to the transaction.
- e. No compensation shall be paid which is in violation of federal or state law, and (if applicable) any rules or regulations of the Nevada System of Higher Education, UNLV, or the NCAA.

VI. OFFICERS AND COMMITTEES

6.1. President. The President will be the chief executive officer of the Corporation and a member of the Board of Directors. The President will be elected to serve for a term of two (2) years and can re-elected to another term; provided, however, that no President may serve more than three (3) terms consecutively. The President will supervise the business and affairs of the Corporation, shall have the general superintendence of the affairs of the Corporation, shall render a report on the activities of the Corporation to the Board of Directors at its annual meeting, shall preside at all meetings of the Corporation, including serving as chairman at any Board of Directors' meetings, and shall supervise the performance by all of its other officers of their respective duties, subject to the control of the Board of Directors. The President shall also have such other powers and perform such other duties as may be required from time to time by the Board of Directors. The President shall appoint and serve as an ex-official member on such committees or committees as the Board of Directors may authorize from time to time. Except as may otherwise be specifically provided in a resolution of the Board of Directors, the President will be the proper officer to sign on behalf of the Corporation any agreement or other

instrument of any significant importance to the Corporation.

6.2. Vice-President. In the absence of the President, a Vice-President may exercise any and all powers and perform all duties pertaining to the office of the President; or conferred or imposed upon the President by the Board of Directors. The Vice-President will be elected to serve for a term of two (2) years and can be re-elected to another term; provided, however, that no Vice-President may serve more than three (3) terms consecutively.

6.3. Secretary. The Secretary shall be responsible for the minutes of meetings of the Board of Directors, the minutes of the meetings of any committee of the Board of Directors, all unanimous written consents of the Board of Directors and any committee of the Board of Directors, and will see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary will be custodian of the corporate seal, if any, and corporate records and, in general, will perform all duties incident to the office. Except as may otherwise be specifically provided in a resolution of the Board of Directors, the Secretary and each assistant secretary will be a proper officer to impress the Corporation's seal, if any, on any instrument signed by the President, a Vice-President, or any other duly-authorized person, and to attest to the same. The Secretary will be elected to serve for a term of two (2) years and can be re-elected to as many consecutive terms as may be decided by a vote of the Board of Directors.

6.4. Treasurer. The Treasurer will be elected to serve for a term of two (2) years and can be re-elected to another term; provided, however, that no Treasurer may serve more than three (3) terms consecutively. The Treasurer will keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and will cause all money and other valuable effects to be deposited in the name and to the credit of the Corporation in such depositories, subject to withdrawal only on the check of the Corporation signed by any one of the members of the Executive Committee. The Board of Directors may at its discretion set a maximum dollar threshold at which any check for an amount in excess of the maximum dollar threshold is required to be signed by two members of the Executive Committee. The Treasurer will render to the President and the Directors at proper times and account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall oversee any professionals hired by the Corporation responsible for preparing and, filing such financial reports, financial statements, and returns as may be required by law.

6.5. Nominating Committee. The President shall appoint a Nominating Committee consisting of three members in March of each year. The Nominating Committee shall submit a list of nominees for the Board of Directors at the April meeting of the Board each year.

VII. RESIGNATIONS AND VACANCIES

7.1. Resignations. Any Director, committee member, or officer may resign from his or her office at any time by written notice delivered or addressed to the Corporation at its known place of business. Any such resignation will be effective upon its receipt by the Corporation unless some later time is therein fixed, and then from that time. The acceptance of a resignation will not be required to make it effective.

7.2. Vacancies. If the office of any Director, committee member, or officer becomes vacant by reason of his or her death, resignation, disqualification, removal, or otherwise, the provisions of 4.1 shall apply with respect to the selection of a successor to hold office for the unexpired term.

VIII. CONFLICTS OF INTEREST

The Corporation's Conflict of Interest Policy will be consulted prior to entering into any transaction or arrangement covered by such Policy. The directors and officers of the Corporation shall acknowledge such Policy consistent with Article 6 of such Policy.

IX. INDEMNIFICATION

9.1 Indemnification. The Corporation will indemnify any and all of its existing and former trustees, directors, officers, employees and agents of the Corporation with respect to liabilities and expenses arising out of any action, suit or proceedings in which they become involved by reason of their affiliation with the Corporation; provided, however, this indemnity shall not be operative with regard to:

- a. Any matter as to which such person shall have been finally adjudged in any action, suit or proceeding to be liable for gross negligence or intentional misconduct in the performance of his duties; or,
- b. Any matter settled or compromised which arises out of or results from his own gross negligence or intentional misconduct.

9.2 Not Exclusive. Such right of indemnification shall not be exclusive of any other right which such trustees, directors, officers or employees may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any Bylaw, agreement, vote of the members of the Board of Directors not having a direct interest in such right, provision of law or otherwise, as well as their rights under this Article IX. Notwithstanding any provision of these Bylaws to the contrary, the Corporation shall have authority to obtain appropriate liability insurance for any of the Board of Directors

9.3 Change in Law. If Nevada law is amended to authorize corporate action broadening the Corporation's ability to indemnify its directors and officers, the Corporation will indemnify its existing and former directors and officers to the fullest extent permitted by Nevada law, as amended, provided that any such indemnification is not inconsistent with the Corporation's status as an organization described in Section 501(c)(3) of the Code. Any repeal or modification of this Article IX will not adversely affect any right or protection of any existing or former director or officer of the Corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.

X. SEAL

The Board of Directors may provide for a seal of the Corporation that will have inscribed thereon the name of the Corporation, the state and year of its incorporation, and the words "Corporate Seal."

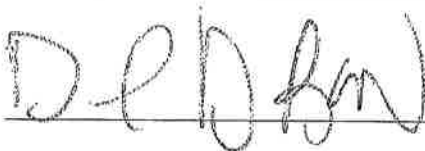
XI. AMENDMENTS

Notwithstanding Section 4.4, these Bylaws may be altered, amended, supplemented, repealed, or temporarily or permanently suspended, in whole or in part, or new bylaws may be adopted, by a majority vote of all the Directors entitled to vote thereon at any duly-constituted meeting of the Board of Directors or, alternatively, by a written consent to corporate action without a meeting executed by majority vote of all Directors entitled to vote thereon; provided, however, that written notice of the proposed amendment shall be given to all Directors not less than 10 days before the date of such meeting or written consent.

CERTIFICATION OF ADOPTION

I certify that I am the Secretary of UNLV Rebel Soccer Foundation, a Nevada nonprofit corporation (the "Corporation"), and have been designated by the Board of Directors of the Corporation to act in that capacity. I also certify that the foregoing Bylaws have been adopted as the Bylaws of the Corporation by its Board of Directors by corporate action without a meeting, and that these Bylaws, as of the date of this Certificate, have not been repealed, altered, amended, restated, or superseded, and remain in full force and effect.

DATED this 24 day of November, 2015

By Secretary, 

[Remainder of page intentionally left blank.]

UNLV REBEL SOCCER FOUNDATION

1301 S JONES BLVD
LAS VEGAS NV 89146-1200

5002

94-72/1224 NV
7976

DATE 11-24-15

PAY
TO THE
ORDER OF

Nevada Secretary of State

\$ 50.00

Fifty & 00/100

DOLLARS



Bank of America

ACH R/T 122400724

FOR

Filing fee - Amended
Articles

[Handwritten Signature]

⑈005002⑈ ⑆122400724⑆ 501019435741⑈

SECRETARY OF STATE



CORPORATE CHARTER

I, BARBARA K. CEGAVSKE, the duly elected and qualified Nevada Secretary of State, do hereby certify that **UNLV REBEL SOCCER FOUNDATION**, did on June 30, 2015, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on July 1, 2015.

Barbara K. Cegavske

BARBARA K. CEGAVSKE
Secretary of State

Certified By: Stephen Loff
Certificate Number: C20150701-0140
You may verify this certificate
online at <http://www.nvsos.gov/>



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov



040604

Nonprofit
Articles of Incorporation
 (PURSUANT TO NRS CHAPTER 82)

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20150304453-47 Filing Date and Time 06/30/2015 3:05 PM Entity Number E0321812015-6
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	UNLV Rebel Soccer Foundation																	
2. Registered Agent for Service of Process: (check only one box)	<input type="checkbox"/> Commercial Registered Agent: _____ Name																	
	<input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input checked="" type="checkbox"/> Office or Position with Entity (name and address below)																	
	<table border="1"> <tr> <td colspan="4">Timothy J. McGarry Esq Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity</td> </tr> <tr> <td>3575 W. Post Rd Street Address</td> <td>Las Vegas City</td> <td>Nevada State</td> <td>89118 Zip Code</td> </tr> <tr> <td>_____</td> <td>_____</td> <td>Nevada</td> <td>_____</td> </tr> <tr> <td>Mailing Address (if different from street address)</td> <td>City</td> <td>State</td> <td>Zip Code</td> </tr> </table>	Timothy J. McGarry Esq Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity				3575 W. Post Rd Street Address	Las Vegas City	Nevada State	89118 Zip Code	_____	_____	Nevada	_____	Mailing Address (if different from street address)	City	State	Zip Code	
Timothy J. McGarry Esq Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity																		
3575 W. Post Rd Street Address	Las Vegas City	Nevada State	89118 Zip Code															
_____	_____	Nevada	_____															
Mailing Address (if different from street address)	City	State	Zip Code															
3. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than four directors/trustees)	1) Timothy J. McGarry Name	3575 W. Post Street Address	Las Vegas City	Nv State	89118 Zip Code													
	2) Roger Tabor Name	3763 Howard Hughes Pkwy Street Address	Las Vegas City	Nv State	89109 Zip Code													
	3) Tim Cashman Name	2300 W Sahara Ave Ste 1110 Street Address	Las Vegas City	Nv State	89102 Zip Code													
	4) John Wightman Name	1301 S. Jones Blvd Street Address	Las Vegas City	Nv State	89146 Zip Code													
	4. Purpose: (required; continue on additional page if necessary)	The purpose of the corporation shall be: Start a new business to support the UNLV Soccer Program.																
	5. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.																
		Timothy J. McGarry Name	<i>Timothy J. McGarry</i> Incorporator Signature															
		3575 W. Post Rd Address	Las Vegas City	Nv State	89118 Zip Code													
	6. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity.																
		<i>Timothy J. McGarry</i> Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity	6-29-15 Date															

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 82 Articles
 Revised: 1-30-15

Board of Directors Cont'

5. Michael W. Thompson
985 E. Serene Ave.
Las Vegas, Nv 89123

6. John M. Sullivan
9275 W. Flamingo Rd
Suite 120
Las Vegas, Nv
89147

ADDENDUM TO
ARTICLES OF INCORPORATION FOR
UNLV REBEL SOCCER FOUNDATION
A NEVADA NON-PROFIT CORPORATION

Article 4: Purpose (continued).

(a) General. This Corporation is organized exclusively to receive and administer funds for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, to wit: to accept, hold, invest, reinvest, and administer any gifts, bequests, devises, grants, purchases, leases, benefits of trusts (excluding the ability to act as trustee of any trusts), any property, real or personal, tangible or intangible, or any undivided interest therein without limitation as to amount or value and to use, sell, assign, convey, disburse, donate, or otherwise dispose of any such property, income or principal thereof exclusively for the above purposes and in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation and subject to such limitation as contained in these Articles of Incorporation, the bylaws of the Corporation, any laws applicable thereto and any instrument under which such property is received by the Corporation.

(b) Limitations and Restrictions.

i. No part of the net earnings of the Corporation shall inure to the benefit of any Director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 candidate for public office.

ii. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

iii. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

iv. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

v. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws.

vi. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

vii. It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may hereafter be amended.

viii. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to charitable, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended, and none of the assets will be distributed to any officer or director of the Corporation or to any private individual.

Article 7: Members.

This Corporation shall have no members.

Article 8: Directors' and Officers' Liability.

No Director or, to the extent specified from time to time by the Board of Directors, officer of the Corporation will be liable to the Corporation for damages for breach of fiduciary duty as a director or officer, excepting only (a) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law; (b) the payment or distribution in violation of NRS 82.136; or (c) an action or proceeding brought pursuant to NRS 82.536 or chapter 35 of the Nevada Revised Statutes. No amendment or repeal of this Article 8 applies to or has any effect on the liability or alleged liability of any Director or officer of this Corporation for or with respect to any acts or omissions of the Director or officer occurring prior to the amendment or repeal, except as otherwise required by law.

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **FEB 18 2016**

UNLV REBEL SOCCER FOUNDATION
3575 W POST RD
LAS VEGAS, NV 89118

Employer Identification Number:
47-4567909
DLN:
17053334326015
Contact Person: SHERRI L ROYCE ID# 31653
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990/990-EZ/990-N Required:
Yes
Effective Date of Exemption:
June 30, 2015
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

Letter 947

UNLV REBEL SOCCER FOUNDATION

We sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

A handwritten signature in black ink, appearing to read "J. Cooper", written in a cursive style.

Jeffrey I. Cooper
Director, Exempt Organizations
Rulings and Agreements

Letter 947



Bradshaw, Smith & Co., LLP

5851 West Charleston Blvd.
Las Vegas, Nevada 89146
Telephone: 702-878-9788
Facsimile: 702-878-4510
Website: www.bradshawsmith.com



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- Sports
- Textile



Bradshaw, Smith & Co., LLP

Bradshaw, Smith & Co., LLP provides a wide range of services to individuals and businesses in a variety of industries. At Bradshaw, Smith & Co., LLP, we strive to meet each client's specific needs in planning for the future and achieving their goals in an ever-changing financial and regulatory environment. Our professional services include:

ASSURANCE AND ADVISORY SERVICES

We focus on building close client relationships that add long-term value. This includes assuring the accuracy of financial records, evaluating control procedures and working to produce strategies that help our clients face the challenges of business planning and execution. Our clients benefit from objective analysis to assist in controlling costs, increasing efficiency, and implementing new technologies and procedures that optimize changes in the marketplace, accounting standards, and tax law.

These services include but are not limited to:

- Audits, reviews, and compilations
- Debt and finance advising
- Mergers and acquisitions
- Transaction structuring and negotiations
- Business succession planning



TAX SERVICES

We guide our clients through a full range of tax planning and preparation decisions. Our expertise, experience, analysis and thorough research allow us to optimize financial opportunities to be found in existing as well as new tax laws.

ACCOUNTING SERVICES

From start-ups to established enterprises, businesses rely on accurate and insightful financial information in order to enhance profitability and capitalize on new opportunities. Bradshaw, Smith & Co., LLP's accounting services steer you closer to these goals with accurate record-keeping and reporting, as well as, support on financial issues such as initial accounting system setup, cost-containment, tax planning, investments, and employee benefit and profit-sharing plans. These services include but are not limited to:

- General ledger and financial statement preparation
- Bookkeeping (Monthly, quarterly, or annual)
- Accounting system setup and support
- Cash flow budgeting and forecasting
- Personal financial statements
- Employee benefit and profit-sharing plans
- Corporate tax planning and return preparation
- Litigation support

ESTATE PLANNING

Effective estate and trust planning can ensure financial security for loved ones. For businesses, it can maintain a smooth succession of ownership. Bradshaw, Smith & Co., LLP's role is to help you navigate the complex and shifting tax laws to facilitate the transfer of assets and minimize the tax liability of your beneficiaries.

LITIGATION SUPPORT AND FORENSIC ACCOUNTING

Bradshaw, Smith & Co., LLP litigation support and forensic accounting services can be employed in a wide range of situations, including commercial litigation, financial investigations, business valuations, business and marital dissolutions, and bankruptcies. These services can involve quantification of economic loss or damages, analysis of financial records, and fraud and theft investigation.

BUSINESS VALUATION

The range of needs for valuing businesses continues to widen, and Bradshaw, Smith & Co., LLP can provide in-depth analysis to help you identify and analyze the factors that drive the value of your company or one in which you have an interest. Uses for this service include estate planning and compliance, buying and selling businesses, divorce matters, family limited partnerships and ESOPs.

EMPLOYEE BENEFITS, PENSION, AND PROFIT-SHARING PLANS

Choosing and administering benefit plans for your employees is often a complex process. Bradshaw, Smith & Co., LLP can help you develop, implement, and administer your benefit, retirement, and profit-sharing plans with an eye toward maximizing tax advantages. We have been a Member of the AICPA's Employee Benefit Plan Quality Central since its inception.

IRS REPRESENTATION

Professional representation can be vital during an audit, and our experience with tax authorities enables us to guide clients in their dealings with federal and state agencies.

FINANCIAL PROJECTIONS AND FORECASTS

No one can predict the future, but we can all benefit from planning for it. Bradshaw, Smith & Co., LLP combines expertise and experience with a gained understanding of your business to produce financial projections that can help you manage your business plan and spending. Depending on your needs, our work can range from top-level reports to detailed financial models.

INTERNAL AUDIT OUTSOURCING/CO-SOURCING

Whether the need arises from staff turnover or expertise in a specific area, Bradshaw Smith Co., LLP personnel can provide the service you need.

ENTITY SELECTION AND RESTRUCTURING

Your business entity has a large impact on your taxes and other liabilities. From your company's inception through its growth and development, Bradshaw, Smith & Co., LLP can advise you on choosing an entity type and later restructuring if advantageous.

ACCOUNTING SOFTWARE SELECTION, IMPLEMENTATION, AND SUPPORT

Choosing and implementing a new accounting software system can be a challenging undertaking. Our experience with various packages currently on the market, as well as, awareness of new products allow us to aid you in choosing and implementing a system that will suit your company's needs. Training and support will ensure minimal disruption of your everyday business processes.



Bradshaw, Smith & Co., LLP serve many of the most recognized companies and individuals in the business community.

We have some of the most experienced personnel in a wide variety of industries and commit to having direct partner involvement.



Bradshaw, Smith & Co., LLP

DOUGLAS S. WINTERS

Douglas S. Winters has over twenty-five years experience performing audit, accounting, tax, litigation support, and business consulting services in a wide range of industries. He has served as a court appointed special master and has been certified as an expert witness in the State of Nevada District Court and U.S. District Court for the District of Nevada. Additionally, he has served on the Nevada Society of Certified Public Accountants Audit Accounting Standards Committee for three years including one year as vice-chairman. This committee, under the auspices of the Nevada State Board of Accountancy, reviewed CPA-prepared financial statements as part of the State Board's practice monitoring program. The review of the financials was performed to test the level of quality control and compliance with generally accepted auditing and accounting standards.

Mr. Winters is a Certified Public Accountant and a member of the American Institute of Certified Public Accountants Nevada Society of Certified Public Accountants.

dwinters@bradshawsmith.com

KAEMPFER

CROWELL

FIRM OVERVIEW

Kaempfer Crowell is one of Nevada's most prominent law firms whose legal teams have a long history of creating winning strategies to help clients solve important and complex business issues. Putting the client first, understanding their issues, providing individualized service and delivering quality results are the cornerstones of Kaempfer Crowell's success.

Kaempfer Crowell serves all of its clients with integrity, loyalty and competency. The Firm's attorneys are routinely rated among the best land use, government relations, litigation, energy, utilities and real estate lawyers in Nevada by several prestigious publications including *Chambers USA — America's Leading Business Lawyers*; *Best Lawyers in America®*; and *Mountain States Super Lawyers*, among others. The Firm is AV-rated, which is the highest ranking awarded by Martindale Hubbell, a noted authority in rating U.S. law firms and attorneys.

The Firm has added two law offices in recent years to keep pace with Nevada's rapid growth and Las Vegas' transformation into one of the top premier resort and entertainment destinations in the world. With three law offices — one in Las Vegas, one in Reno and one in the state capital of Carson City — Kaempfer Crowell attorneys are frequently involved in issues that are important to business, government and our communities in southern and northern Nevada. Kaempfer Crowell is also proud to have the state's first father-son succession as presidents of the State Bar of Nevada.

Firm members include a U.S. Congressman, Chairman of the Nevada Gaming Commission, mayor of Carson City, former Chairman of the Colorado River Commission and former Chairman of the Nevada State Gaming Control Board. The Firm and its attorneys have a deep commitment to the community and are involved in numerous civic and non-profit organizations.

Kaempfer Crowell attorneys know their clients' business and continue to develop winning strategies and tailored solutions for government affairs, land use and zoning, legislative, commercial litigation, real estate, licensing, regulatory law, bankruptcy, business entities and related transactions. The Firm continues to serve the growing needs of large corporations, real estate companies and developers, business owners, corporate executives and individuals.

RECOGNITIONS

Overall Firm

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Best Lawyers in America® - Government Relations Practice 2010-2013

Best Lawyers in America® - Land Use and Zoning Law 2010-2013

Best Lawyers in America® - Real Estate 2013

Best Lawyers in America® - Litigation – Real Estate 2011-2013

Best Lawyers in America® - Litigation – Land Use and Zoning Law 2013

Best Lawyers in America® - Commercial Litigation – 2013

Best Lawyers in America® - Arbitration, Mediation – 2013

Carson City Office

Best Lawyers in America® - Energy Law 2011-2013

Best Lawyers in America® - Government Relations Practice 2010-2013

Best Lawyers in America® - Commercial Litigation – 2013

Reno Office

Best Lawyers in America® - Government Relations Practice 2010-2013

Best Lawyers in America® - Commercial Litigation – 2013



PETER C. BERNHARD

OF COUNSEL

1980 Festival Plaza Drive, Suite 650, Las Vegas, NV 89135

Phone: (702) 792-7000

Fax: (702) 796-7181

PRACTICE:

Pete Bernhard has represented many prominent Nevada individuals, organizations and businesses since 1976. His work has included major real estate transactions, including gaming and non-gaming properties, along with commercial litigation and alternative dispute resolution.

In 2001, Mr. Bernhard was appointed as chairman of the Nevada Gaming Commission, with regulatory and policy-making authority over all Nevada gaming licensees. He was re-appointed to serve four-year terms beginning in 2003, 2007 and 2011. He finished his service to the State on June 30, 2014 to facilitate smooth transition for the 2015 legislative session. Prior to 2001, he served as a member and chairman of the Nevada Commission on Ethics. He has been a practicing attorney in Las Vegas, Nevada, since 1976, specializing in commercial litigation, reorganizations, and administrative law. Mr. Bernhard received his bachelor's degree in government from Harvard University in 1971 and his juris doctor degree from the National Law Center at George Washington University in 1975. He has served on various committees and organizations, including as a Nevada representative to the Ninth Circuit Judicial Conference, as Chair of the United States District Court Magistrate Selection Committee, and as a member of the Nevada Supreme Court Advisory Committee to Review the Nevada Rules of Civil Procedure.

During his tenure on the Nevada Gaming Commission, Mr. Bernhard has presided over the two largest combinations in Nevada gaming history (MGM-Mandalay Resorts and Harrah's-Park Place Entertainment), along with numerous licensing proceedings for newly-constructed facilities (Wynn, Red Rock Station, South Point) and for transfers of existing properties throughout the State of Nevada. As the policy-making body for gaming matters in Nevada, the Commission has recently evaluated regulatory concerns presented by internet gaming, by gaming expansion into new jurisdictions around the world, by evolving sources of capital (including increased investment in Nevada from private equity firms), and by the progression of server-based gaming, mobile gaming and other technological advances. During Mr. Bernhard's tenure, the Commission has also imposed the largest fines in Nevada gaming history for regulatory violations. In 2013, the first on-line, intrastate poker games began, following approval of the Nevada Gaming Commission.

Mr. Bernhard is of-counsel to the Nevada law firm Kaempfer, Crowell, Renshaw, Gronauer & Fiorentino, primarily handling business litigation and real estate matters. Mr. Bernhard was lead and co-lead counsel in two recent jury trials, one in which he obtained a defense verdict where plaintiff claimed \$200 million in damages and another obtaining a jury verdict in excess of \$388 million. Mr. Bernhard defended that verdict before the Nevada Supreme Court, where a decision is pending. He also represents Keep Memory Alive and the Cleveland Clinic Lou Ruvo Center for Brain Health, non-profit entities involved in research and clinical study of neurodegenerative disorders, such as Alzheimer's, Parkinson's, Huntington's, and ALS. He lectures regularly in continuing education and training programs for the State Bar of Nevada, the University of Nevada Las Vegas, and the Executive Development Program at the University of Nevada Reno. He recently delivered a tribute to gaming attorney Bob Faiss, as part of the 2013 Global Gaming Exposition and meets with gaming officials and regulators from other states and countries to discuss matters of mutual interest. Mr. Bernhard testified on gaming matters before the 2013 Nevada legislature and is working actively with Governor Sandoval's office developing possible compacts with other jurisdictions to regulate interactive gaming.

PRACTICE AREAS:

- Administrative and Regulatory Law
- Bankruptcy
- Litigation
- Real Estate and Construction

ACCOMPLISHMENTS:

Mr. Bernhard is a member of the Nevada State Bar, the Clark County Bar Association and the American Bar Association. Mr. Bernhard has achieved an AV rating, the highest ranking given by Martindale Hubbell, an international peer-review rating system for the legal profession.

The Best Lawyers in America® in Alternative Dispute Resolution – 2011, Commercial Litigation – 2011, 2012, 2013, 2014, 2015 and 2016, Real Estate Litigation – 2013, 2014, 2015 and 2016, Mediation and Arbitration – 2012, 2013, 2014, 2015 and 2016, Real Estate Law – 2011 and 2016

Nevada Super Lawyer – 2007, 2008 and 2009

Nevada Super Lawyer Corporate Counsel Edition - 2009

The Best Lawyers in America® – 2008, 2009, 2010, 2011 and 2012

Mountain States Super Lawyers in Business Litigation – 2007, 2008, 2009, 2010, 2011 and 2016

Named by Las Vegas Business Press as one of the 20 people in Las Vegas with Clout in 2011

Received a lifetime achievement award from Nevada Newsmakers Outreach in 2012

The Nevada Business Magazine - 2010, 2011, 2012, 2013 and 2014 Nevada Legal Elite
Super Lawyers® - 2014

EDUCATION:

J.D. 1975, George Washington University

B.A. 1971, Harvard College, cum laude

BAR ADMISSION:

Nevada 1975

U.S. Court of Appeals for the Ninth Circuit 1977

U.S. District Court, District of Nevada 1976

U.S. Supreme Court, Nevada 1995