

# Out of Eden Walk 501(c)(3) application

Out of Eden Walk is the organization supporting journalist Paul Salopek, currently on a seven-year journey from humankind's birthplace in Ethiopia to the southern tip of South America, the last place humanity settled. Along the way he is publishing regular dispatches on the project's own website and through National Geographic. The travel began in 2013, and will continue until 2020.

Out of Eden Walk incorporated on October 9, 2012, and applied for 501(c)(3) status on November 20, 2012. Their application was approved by the IRS on February 14, 2013.

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The Digital Media Law Project has voluntarily redacted some information in this document to protect sensitive business information and applicant privacy.



**Application for Recognition of Exemption  
 Under Section 501(c)(3) of the Internal Revenue Code**

*Note: If exempt status is approved, this application will be open for public inspection.*

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at [www.irs.gov](http://www.irs.gov) for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

**Part I Identification of Applicant**

<b>1</b> Full name of organization (exactly as it appears in your organizing document) <b>Out of Eden Walk</b>		<b>2</b> c/o Name (if applicable) <b>Paul F. Salopek II</b>
<b>3</b> Mailing address (Number and street) (see instructions) <b>P.O. Box 1754</b>	Room/Suite	<b>4</b> Employer Identification Number (EIN) [REDACTED]
City or town, state or country, and ZIP + 4 <b>Columbus, New Mexico 88029-1754</b>		<b>5</b> Month the annual accounting period ends (01 - 12) <b>12</b>
<b>6</b> Primary contact (officer, director, trustee, or authorized representative) <b>a</b> Name: <b>Paul F. Salopek II, Founder</b>		<b>b</b> Phone: [REDACTED] <b>c</b> Fax: (optional) <b>Not Applicable</b>
<b>7</b> Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative. <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
<b>8</b> Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role. <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
<b>9a</b> Organization's website: <b>www.outofedenwalk.com (currently under construction)</b>		
<b>b</b> Organization's email: (optional) [REDACTED]		
<b>10</b> Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ. <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span>		
<b>11</b> Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) <b>10 / 09 / 2012</b>		
<b>12</b> Were you formed under the laws of a foreign country? <span style="float:right"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</span> If "Yes," state the country.		

**Part II Organizational Structure**

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing certification of filing with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification.  Yes  No
- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application.  Yes  No
- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments.  Yes  No
- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments.  Yes  No
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust.  Yes  No
- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected.  Yes  No

**Part III Required Provisions in Your Organizing Document**

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): attachmt: Article 3, paragraph 3
- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. attachmt: Article 7, paragraph 1
- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: Not Applicable

**Part IV Narrative Description of Your Activities**

Using an attachment, describe your past, present, and planned activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors**

- 1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual compensation, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
Timothy J. McNulty*	Director	[REDACTED]	[REDACTED]
James E. O'Shea*	Director	[REDACTED]	[REDACTED]
David S. Rohde*	Director	[REDACTED]	[REDACTED]
*Please see attachment			

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

**b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
*None at this time -	please see attachment	.....	
		.....	
		.....	
		.....	
		.....	

**c** List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
*None at this time -	please see attachment	.....	
		.....	
		.....	
		.....	
		.....	

The following "Yes" or "No" questions relate to past, present, or planned relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

- 2a Are any of your officers, directors, or trustees **related** to each other through family or business relationships? If "Yes," identify the individuals and explain the relationship.  Yes  No
  - b Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees.  Yes  No
  - c Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship.  Yes  No
- 
- 3a For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.
  - b Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement.  Yes  No
- 
- 4 In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.
    - a Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy?  Yes  No
    - b Do you or will you approve compensation arrangements in advance of paying compensation?  Yes  No
    - c Do you or will you document in writing the date and terms of approved compensation arrangements?  Yes  No

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

d	Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
e	Do you or will you approve compensation arrangements based on information about compensation paid by <b>similarly situated</b> taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
f	Do you or will you record in writing both the information on which you relied to base your decision and its source?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
g	If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is <b>reasonable</b> for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.	
5a	Have you adopted a <b>conflict of interest policy</b> consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
b	What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?	
c	What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?	
	<b>Note:</b> A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.	
6a	Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through <b>non-fixed payments</b> , such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7a	Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at <b>arm's length</b> , and explain how you determine or will determine that you pay no more than <b>fair market value</b> . Attach copies of any written contracts or other agreements relating to such purchases.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at <b>arm's length</b> , and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8a	Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Describe any written or oral arrangements that you made or intend to make.	
c	Identify with whom you have or will have such arrangements.	
d	Explain how the terms are or will be negotiated at <b>arm's length</b> .	
e	Explain how you determine you pay no more than fair market value or you are paid at least fair market value.	
f	Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.	
9a	Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

**Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You**

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals.  Yes  No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations.  Yes  No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program.  Yes  No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds.  Yes  No

**Part VII Your History**

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1 Are you a successor to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G.  Yes  No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E.  Yes  No

**Part VIII Your Specific Activities**

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past, present, and planned* activities. (See instructions.)

- 1 Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain.  Yes  No
- 2a Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a.  Yes  No
- b Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities.  Yes  No
- 3a Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data.  Yes  No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements.  Yes  No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

**Part VIII Your Specific Activities (Continued)**

- 4a** Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.)  **Yes**  **No**
- |   |  |
|---|--|
| <input type="checkbox"/> mail solicitations                         | <input type="checkbox"/> phone solicitations                                   |
| <input type="checkbox"/> email solicitations                        | <input checked="" type="checkbox"/> accept donations on your website           |
| <input checked="" type="checkbox"/> personal solicitations          | <input type="checkbox"/> receive donations from another organization's website |
| <input type="checkbox"/> vehicle, boat, plane, or similar donations | <input type="checkbox"/> government grant solicitations                        |
| <input checked="" type="checkbox"/> foundation grant solicitations  | <input checked="" type="checkbox"/> Other                                      |
- Attach a description of each fundraising program.
- b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements.  **Yes**  **No**
- c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements.  **Yes**  **No**
- d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.
- e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors.  **Yes**  **No**
- 
- 5** Are you **affiliated** with a governmental unit? If "Yes," explain.  **Yes**  **No**
- 6a** Do you or will you engage in **economic development**? If "Yes," describe your program.  **Yes**  **No**
- b** Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.
- 
- 7a** Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees.  **Yes**  **No**
- b** Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees.  **Yes**  **No**
- c** If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.
- 
- 8** Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate.  **Yes**  **No**
- 
- 9a** Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10.  **Yes**  **No**
- b** Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).  **Yes**  **No**
- c** Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).  **Yes**  **No**
- d** Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k).  **Yes**  **No**
- 
- 10** Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed.  **Yes**  **No**

**Part VIII Your Specific Activities (Continued)**

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution.  Yes  No
- 
- 12a** Do you or will you operate in a **foreign country or countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a.  Yes  No
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
- 
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a.  Yes  No
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract.  Yes  No
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i)** Do you require an application form? If "Yes," attach a copy of the form.  Yes  No
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused.  Yes  No
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
- 
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15.  Yes  No
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries.  Yes  No
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors.  Yes  No
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information.  Yes  No
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately.  Yes  No



**Part VIII Your Specific Activities (Continued)**

- 15 Do you have a **close connection** with any organizations? If "Yes," explain.  Yes  No
- 16 Are you applying for exemption as a **cooperative hospital service organization** under section 501(e)? If "Yes," explain.  Yes  No
- 17 Are you applying for exemption as a **cooperative service organization of operating educational organizations** under section 501(f)? If "Yes," explain.  Yes  No
- 18 Are you applying for exemption as a **charitable risk pool** under section 501(n)? If "Yes," explain.  Yes  No
- 19 Do you or will you operate a **school**? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity.  Yes  No
- 20 Is your main function to provide **hospital or medical care**? If "Yes," complete Schedule C.  Yes  No
- 21 Do you or will you provide **low-income housing** or housing for the **elderly** or **handicapped**? If "Yes," complete Schedule F.  Yes  No
- 22 Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H.  Yes  No

**Note:** Private foundations may use Schedule H to request advance approval of individual grant procedures.

**Part IX Financial Data**

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

**A. Statement of Revenues and Expenses**

Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years			(e) Provide Total for (a) through (d)
	(a) From 10/9/12 To 12/31/12	(b) From 1/1/13 To 12/31/13	(c) From 1/1/14 To 12/31/14	(d) From To	
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)				
	2 Membership fees received				
	3 Gross investment income				
	4 Net unrelated business income				
	5 Taxes levied for your benefit				
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)				
	7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)				
	8 Total of lines 1 through 7				
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)				
	10 Total of lines 8 and 9				
	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)				
	12 Unusual grants				
	13 Total Revenue Add lines 10 through 12				
Expenses	14 Fundraising expenses				
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)				
	16 Disbursements to or for the benefit of members (attach an itemized list)				
	17 Compensation of officers, directors, and trustees				
	18 Other salaries and wages				
	19 Interest expense				
	20 Occupancy (rent, utilities, etc.)				
	21 Depreciation and depletion				
	22 Professional fees				
	23 Any expense not otherwise classified, such as program services (attach itemized list)				
	24 Total Expenses Add lines 14 through 23				

Part IX Financial Data (Continued)

B. Balance Sheet (for your most recently completed tax year)

Year End: 2012 (Whole dollars)

Table with 18 rows for Balance Sheet items (Assets, Liabilities, Fund Balances or Net Assets) and a final question 19 regarding substantial changes. Includes checkboxes for Yes/No.

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a private foundation or a public charity. Public charity status is a more favorable tax status than private foundation status.

- 1a Are you a private foundation?
b As a private foundation, section 508(e) requires special provisions...
2 Are you a private operating foundation?
3 Have you existed for one or more years?
4 Have you attached either (1) an affidavit or opinion of counsel...
5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting...

**Part X Public Charity Status (Continued)**

- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at [www.irs.gov](http://www.irs.gov) or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

**Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code**

For Organization

.....  
 (Signature of Officer, Director, Trustee, or other authorized official)

.....  
 (Type or print name of signer)

.....  
 (Date)

.....  
 (Type or print title or authority of signer)

For IRS Use Only

.....  
 IRS Director, Exempt Organizations

.....  
 (Date)

- b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).
- (i) (a) Enter 2% of line 8, column (e) on Part IX-A, Statement of Revenues and Expenses. \_\_\_\_\_
- (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.
- (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A, Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box.
- (b) For each year amounts are included on line 9 of Part IX-A, Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A, Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

7 Did you receive any unusual grants during any of the years shown on Part IX-A, Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual.  Yes  No

**Part XI User Fee Information**

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$750. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$300. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at [www.irs.gov](http://www.irs.gov) and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000?  Yes  No  
 If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).  
 If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change).
- 3 Check the box if you have enclosed the user fee payment of \$750 (Subject to change).

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please  
Sign  
Here



(Signature of Officer, Director, Trustee, or other  
authorized official)

Paul F. Salopek II

(Type or print name of signer)

Founder

(Type or print title or authority of signer)

11/20/12

(Date)

**Reminder:** Send the completed Form 1023 Checklist with your filled-in-application.

Form 1023 (Rev. 6-2006)

# Form 1023 Checklist

(Revised June 2006)

## Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code

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**Note.** Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

**Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.**

- Assemble the application and materials in this order:
  - Form 1023 Checklist
  - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
  - Form 8821, *Tax Information Authorization* (if filing)
  - Expedite request (if requesting)
  - Application (Form 1023 and Schedules A through H, as required)
  - Articles of organization
  - Amendments to articles of organization in chronological order
  - Bylaws or other rules of operation and amendments
  - Documentation of nondiscriminatory policy for schools, as required by Schedule B
  - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
  - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
  
- User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
  
- Employer Identification Number (EIN)
  
- Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
  - You must provide specific details about your past, present, and planned activities.
  - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
  - Describe your purposes and proposed activities in specific easily understood terms.
  - Financial information should correspond with proposed activities.
  
- Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.

Schedule A	Yes ___ No <input checked="" type="checkbox"/>	Schedule E	Yes ___ No <input checked="" type="checkbox"/>
Schedule B	Yes ___ No <input checked="" type="checkbox"/>	Schedule F	Yes ___ No <input checked="" type="checkbox"/>
Schedule C	Yes ___ No <input checked="" type="checkbox"/>	Schedule G	Yes ___ No <input checked="" type="checkbox"/>
Schedule D	Yes ___ No <input checked="" type="checkbox"/>	Schedule H	Yes ___ No <input checked="" type="checkbox"/>

- An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.
  - Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) Attch: Art. 3; Para. 3
  - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law Attch: Art. 7; Para. 1
- Signature of an officer, director, trustee, or other official who is authorized to sign the application.
  - Signature at Part XI of Form 1023.
- Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service  
P.O. Box 192  
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service  
201 West Rivercenter Blvd.  
Attn: Extracting Stop 312  
Covington, KY 41011

ATTACHMENT TO FORM 1023  
OUT OF EDEN WALK

Page 1 of 11

**Out of Eden Walk**

EIN# [REDACTED]

**Part II, 1, Organizational Structure:**

Please see attached Exhibit A, Articles of Incorporation, showing certification of filing in the state of New Mexico

**Part II, 5, Organizational Structure:**

Please see attached Exhibit B, Bylaws, showing date of adoption and signatures of directors.

**Part III, 1, Required Provision in Organizing Document:**

Location of Purpose Clause: Articles of Incorporation, Scheduled attachment to Article Three, paragraph three.

**Part IV, Narrative Description of Activities:**

The nonprofit corporation is a new, charitable, educational organization dedicated to educating the general public and students in particular through journalism about humanity's common global history. It will do so by supporting the exploration of ancient human migratory pathways across continents that evolved between 50,000 and 70,000 years ago by writer Paul Salopek. The vehicle for this educational exploration is an epic storytelling walk around the world Mr. Salopek will begin in January 2013 that will be shared as a curriculum for classrooms, and made available at no cost to the public in cyber-cafes, home computers and office pods among other venues in real time as well as in archived form. Any interested person or party will be able to freely access the stories generated by the nonprofit corporation via the Internet from any computer or mobile device.

Entitled "Out of Eden Walk" this corporation encompasses the educational programming of the walk. Its primary mission is to popularize the subjects of science, culture, and history through visual and textual storytelling. It will be reported along the routes of ancient human migration dating back the first peopling of the Earth. The corporation will promote education through thoughtful journalism by linking our past with contemporary issues. Walking humanity's ancient pathways will function as the organization's key narrative tool by connecting individual stories across the globe and humanizing major issues such as economic development, natural resource use, climate change, mass migrations and issues of human identity.

Mr. Salopek will oversee the Out of Eden Walk as its principal architect, planning a route that will be walked alongside local people across three continents. He will gather and disseminate stories to students ranging from middle school level to university undergraduates.

Key educational partnerships have already been formed to create specific curriculums for schools in a diverse variety of communities. The Pulitzer Center on Crisis Reporting will pipe the walk's



**Out of Eden Walk**

EIN# [REDACTED]

**Part IV, Narrative Description of Activities, cont'd.:**

storytelling into 60 or more middle schools, high schools, and universities in the United States. Students will be able to "follow along" through two Web portals and will study the world's regions as the walk progresses. More than 6,000 students were introduced to the Out of Eden Walk in October and November 2012, through public lectures and question and answer forums presented by the Pulitzer Center with Mr. Salopek in Chicago, St. Louis, Washington, DC, and Philadelphia. The schools visited represented a diverse array of students from all economic levels in both public and private classrooms. Further, the Pulitzer Center has already placed a free, walk-based curriculum on its website. This educational content will be shared on the organization's independent Out of Eden Walk website. Please see Exhibit H attached here.

A second educational partnership with Out of Eden Walk has also been created with Project Zero at the Harvard Graduate School of Education, Harvard University, whereby Internet web-based learning platforms are being developed for students across cultures. Project Zero will integrate the Out of Eden Walk into their research on advanced learning and create website curriculums specifically designed to assist learners in disadvantaged settings worldwide. Please see Exhibit I attached here.

The Out of Eden Walk home website is being created as a laboratory for experimenting with long-form storytelling online with the aim to encourage students and the public at large to read longer and pay more attention to literary journalism about culture, geography, history, science, and international current events. Please see Exhibit C attached here.

An important educational research element will be part of the Out of Eden Walk through its educational partners over its anticipated seven-year time frame. The organization will gather sociological information about learning, particularly among young people and children, across the world. In partnership with Project Zero, this research stands to provide valuable information for designing more effective education on a global level as our world becomes increasingly integrated socially and economically.

Out of Eden Walk founder, Paul Salopek, is particularly well qualified to create the conditions for learning that is at the heart of this mission. A two-time Pulitzer Prize-winner, Mr. Salopek brings more than 15 years of award-winning journalistic experience and literary writing to this educational exploration having reached millions of readers over his career. Upon commencement of the Out of Eden Walk, he will be committing more than seven years of his life, full-time, to gathering and sharing stories and placing them where young learners, and old, may engage in their own global community. Please see Exhibits D, E, F, and G attached here.

In addition to the written and visual materials posted regularly on the Out of Eden Walk website, the latest Web technology will be employed to interact directly with students via online chats, Skype and other teleconferencing methods. Options are being studied to integrate the organization's storytelling content into the social studies curriculum of the Chicago Public School District. This could expose 400,000 students to the myriad stories that will flow from the Out of Eden Walk.

**Out of Eden Walk**

EIN# [REDACTED]

**Part IV, Narrative Description of Activities, cont'd.:**

Beyond schools, the non-scholastic audience will have access to the organization's journalism through free presentations, forums, interviews, workshops, and panels open to the general public both along the route of the walk and electronically, online, over the next seven years.

Out of Eden Walk will be funded by grants and donations. Presently its fiscal partners include the National Geographic Society, the Pulitzer Center on Crisis Reporting, the Knight Foundation, and the Abundance Foundation, in addition to individual contributors.

In summary, the Out of Eden Walk will build a storytelling curriculum for learners across the world.

**Part V, 1a, Compensation and Other Financial Arrangements with Officers, Directors, Trustees, Employees, and Independent Contractors:**

As a newly formed corporation, the initial directors currently number three, however, pursuant to Article 3, Section 1, of the corporation's bylaws, the corporation shall have seven directors and collectively they shall be known as the board of directors. The board of directors of the corporation shall consist of no less than three members, and the number of members may be increased from time to time by amendment to, or in the manner provided in, the articles of incorporation or the bylaws.

Pursuant to Article 3, Section 6, of the corporation's bylaws, Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to the President and to Directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

**Part V, 1b, Compensation and Other Financial Arrangements with Officers, Directors, Trustees, Employees, and Independent Contractors:**

This corporation is newly formed and has not yet hired employees nor determined the amount of compensation to pay employees it may hire. However, all compensation will be reasonable and will be paid to employees in return for furthering the exempt purposes of this nonprofit corporation.

**Part V, 1c, Compensation and Other Financial Arrangements with Officers, Directors, Trustees, Employees, and Independent Contractors:**

This newly formed nonprofit corporation has no current plans to contract for services with outside services or companies that will receive compensation for more than \$50,000 per year. If and when it does, any such contracts will provide for payment in commercially reasonable amounts in return for services related to the exempt functions of this nonprofit.

**Out of Eden Walk**  
EIN# [REDACTED]

**Part V, 4a, Recommended Practices:**

This organization has adopted a conflict of interest policy that controls the approval of salaries to directors, officers, and other "disqualified persons" as defined in section 4958 of the Internal Revenue Code. See Article 9, as well as Article 3, Section 6, and Article 4, Section 10, of the bylaws attached to the application. Also Article 9, Section 5, of this organization's bylaws applies additional conflict of interest requirements on the board and compensation committee when approving compensation arrangements. As the conflict of interest policy is within this organization's bylaws, it was adopted when this organization's bylaws were adopted by the Board of Directors, on October 9, 2012.

**Part V, 4b, Recommended Practices:**

Article 9, Section 3, of this organization's bylaws requires the approval of compensation of directors, officers, and any "disqualified person" as defined in Section 4958 of the Internal Revenue Code in advance after full disclosure of the surrounding facts and approval by disinterested members of the governing board or committee and prior to entering into the compensation agreement or arrangement. Further, Article 9, Section 5(a), of this organization's bylaws requires specific approval of compensation arrangements prior to the first payment of compensation under such arrangements.

**Part V, 4c, Recommended Practices:**

Article 9, Section 4, of the organization's bylaws, which are attached to this application require the taking of written minutes of meetings at which compensation paid to any director, officer or other "disqualified person" as defined in Section 4958 of the Internal Revenue Code, are approved. The minutes must first include the date and the terms of the approved compensation arrangements. Further, and specifically with respect to the approval by the board or compensation committee of compensation arrangements, Article 9, Section 5(d), of the organization's bylaws requires the recordation of the date and terms of compensation arrangements as well as other specific information concerning the basis for the approval of compensation arrangements.

**Part V, 4d, Recommended Practices:**

Article 9, Section 4, of the organization's bylaws requires the written recordation of the approval of compensation and other financial arrangements between this organization and a director, officer, employee, contractor, and any other "disqualified person" as defined in Section 4958 of the Internal Revenue Code, including the names of the persons who vote on the arrangement and their votes. Further, and specifically with respect to the approval by the board or compensation committee of compensation arrangements, Article 9, Section 5(d), of the organization's bylaws requires the recordation of the board or committee who were present during discussion of the approval of compensation arrangements, those who voted on it, and the votes cast by each board or committee member.

**Out of Eden Walk**

EIN# [REDACTED]

**Part V, 4e, Recommended Practices:**

Article 9, Section 5(c), of the organization's bylaws requires that the board or compensation committee considering the approval of a compensation arrangement obtain compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions; the availability of similar services in the geographic area of this organization; current compensation surveys compiled by independent firms; and actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement. This article also provides that it is sufficient for these purposes to rely on compensation data obtained from three comparable organizations in the same or similar communities for similar services if this organization's three years' average gross receipts are less than \$1 million (as allowed by IRS Regulation 53.4958-6).

**Part V, 4f, Recommended Practices:**

Article 9, Section 5(d), of the organization's bylaws requires that the written minutes of the board or compensation committee meeting at which a compensation arrangement was discussed and approved include the terms of compensation and the basis for its approval. This bylaw provision includes a list of specific information that must be included in the required written minutes.

**Part V, 5a, Conflict of Interest Policy:**

The board of directors of this organization has adopted bylaws that contain a conflicts of interest policy. The policy is set out in Article 9 of the attached bylaws. This policy is based on the sample conflict of interest policy contained in Appendix A of the official instructions to IRS Form 1023. The organization has added additional requirements in Article 9, Section 5, of its bylaws for the approval of compensation arrangements that are based on the additional requirements contained in IRS Regulation Section 53.4958-6 to help ensure that all compensation arrangements are made by disinterested members of the organization's board or a duly constituted compensation committee of the board and are fair, reasonable, and in furtherance of the tax-exempt purposes of this organization.

**Part VI, 1b, Other Organizations that Receive Benefits:**

This organization will provide news feeds, literary material, and stories to its partner organizations including National Geographic Society, the Pulitzer Center on Crisis Reporting, and Harvard University. The organization may in the future share content with other organizations in order to further its educational mission and reach of content; to the extent that the organization receives compensation from this content it will not do so to make a profit and any compensation will be used to further the tax exempt purposes of this organization.

**Out of Eden Walk**

EIN# [REDACTED]

**Part VIII, 4a, Fundraising:**

**Personal Solicitations**

The nonprofit corporation will conduct personal solicitations to raise funds. One of the primary duties of the President and members of the Board of Directors will be personal solicitations for funds. Upon receiving confirmation in writing from the IRS that the corporation is a 501(c)(3) public charity nonprofit corporation, personal solicitations will begin. Personal solicitations will range from general sharing of the corporation's purpose and programs on local, state, and national levels, to very specialized meetings with individuals, particularly known benefactors and philanthropists with special interests in education, whereby the corporation can be made familiar to these individuals and their program interests. Personal solicitations from the general public and to targeted individuals will be ongoing throughout each calendar year. The President and the members of the Board of Directors will make it their ongoing duty to research and locate donors who may be approached for personal appeals. Personal solicitations however will not be regionally limited and the duties of the President and the members of the Board of Directors will include pursuing personal appeals wherever support may be found.

**Foundation Grant Solicitations:**

The nonprofit corporation will pursue foundation grant solicitations to raise funds. A coordinated effort towards grant writing and solicitation will be shared among the Board of Directors as well as the corporation's outside partners that include but are not limited to: National Geographic Society, Harvard University Graduate School of Education, and the Pulitzer Center on Crisis Reporting. It is incumbent upon the President, and the Board of Directors, and partners to be diligent in identifying appropriate foundation grants for which the corporation may solicit funds. Upon receiving confirmation in writing from the IRS that the corporation is a 501(c)(3) public charity nonprofit corporation, foundation grant writing and solicitations will begin. Foundation grant solicitations will be a regular, year-round, fundraising activity of the nonprofit corporation. Foundations with specific interest in public and broad-based education will be pursued specifically. Other foundations that may have overlapping interests with the mission of the nonprofit corporation will also be pursued.

**Website Solicitations:**

The nonprofit corporation will provide donation instructions and information on its website. Initially the website will not be set up to receive funds. Should the need for such on line service become apparent this feature will be added to the corporation's website. In the interim, the corporation will make clear the multiple ways donations may be made with a priority given to making those instructions exceptionally easy for the general public.

**Other Solicitations:**

As the educational programs are built and come into reality for schools and the public at large the nonprofit corporation may seek additional ways to solicit funds beyond personal appeals, foundation grants, and through the corporation website. It may become apparent that unforeseen methods, such as printing and distributing a brochure, or making a video, become appropriate as

**Out of Eden Walk**

EIN# [REDACTED]

**Part VIII, 4a, Fundraising:**

Other Solicitations, cont'd.:

the program matures. The corporation will stay diligent in attending to these evolving ideas and fundraising possibilities and will pursue all that hold promise for securing additional funds to bring the corporation's programs to greater numbers of schools and people.

**Part VIII, 4b, Contracted Fundraising:**

This newly formed nonprofit has not entered into oral or written contracts with individuals or organizations for the raising of funds, and has no specific plans to do so in the foreseeable future.

**Part VIII, 4d, States and Local Jurisdictions where Fundraising will be Conducted:**

The nonprofit corporation will conduct fundraising for its own mission and programs in New Mexico, the state of its incorporation and home base. Fundraising may also be conducted where members of its Board of Directors reside and where its educational partners are located or have affiliations in but not limited to Illinois, New York, Washington, DC, and Massachusetts. Fundraising will also take place via the Internet and the Out of Eden Walk website.

In each of these jurisdictions the nonprofit corporation will be raising funds for itself.

**Part VIII, 10, Rights in literature or Other Intellectual Property:**

Educational content will be produced by writer, Paul Salopek, during the course of the exploration and walk. Mr. Salopek will assign or license rights to that content to this nonprofit organization to enable the organization to distribute that content as described in Section VI, 1b. There is no fee structure.

**Part VIII, 15, Close connection to Other Organizations:**

The organization has close connections to its partner organizations as identified in Part VI, 1b, for their assistance in calling awareness to the mission of the Out of Eden Walk and to coordinate the timing and distribution of educational content produced by its mission.

**Out of Eden Walk**

EIN# [REDACTED]

**Part IX, 14(a), Financial Data:**

Year 10/9/12 to 12/31/12 Fundraising Expenses:

Travel [REDACTED]  
Telephone [REDACTED]  
Total [REDACTED]

**Part IX, 18(a), Financial Data:**

Year 10/9/12 to 12/31/12 Other Salaries and Wages Expenses:

Office Manager [REDACTED]  
Total [REDACTED]

**Part IX, 22(a), Financial Data:**

Year 10/9/12 to 12/31/12 Professional Fees Expenses:

Website creation/management  
Knight Science Journalism Lab  
Massachusetts Institute of Technology [REDACTED]

**Part IX, 23(a), Financial Data:**

Year 10/9/12 to 12/31/12 Expenses Not Otherwise Classified:

State of New Mexico incorporation filing fees [REDACTED]  
IRS Form 1023 filing fee [REDACTED]  
Research excursion – Ethiopia/Djibouti [REDACTED]  
Mail/postage [REDACTED]  
Office/travel supplies miscellaneous [REDACTED]  
Research Excursion - Patagonia, Chile [REDACTED]  
Total [REDACTED]

**Part IX, 14(b), Financial Data:**

Year 1/1/13 to 12/31/13 Fundraising Expenses:

Travel [REDACTED]  
Telephone [REDACTED]  
Total [REDACTED]

**Out of Eden Walk**  
EIN# 46-1228334

**Part IX, 18(b), Financial Data:**

Year 1/1/13 to 12/31/13 Other Salaries and Wages Expenses:

Office Manager  
Total

[REDACTED]

**Part IX, 20(b), Financial Data:**

Year 1/1/13 to 12/31/13 Occupancy:

Office rent ([REDACTED] per month)

[REDACTED]

**Part IX, 22(b), Financial Data:**

Year 1/1/13 to 12/31/13 Professional Fees Expenses:

Website Management  
Knight Science Journalism Lab  
Massachusetts Institute of Technology  
Website creative consultant  
Zeega, Cambridge, MA  
GIS tool development  
Map design, video editing  
Social media management  
Total

[REDACTED]

**Part IX, 23(b), Financial Data:**

Year 1/1/13 to 12/31/13 Expenses Not Otherwise Classified:

Administrative (office, visa fees, bank wires, etc.)  
Travel (air, sea, land, fares; lodging)  
Supplies (satellite phone, GPS, camera equip.)  
Insurance  
Legal fees  
Accounting fees  
Field Expenses (fixers, guides, translators, government  
fees, food, transport, etc., approx. [REDACTED] /mo)  
Satellite communications (approx. [REDACTED] /mo)  
Postage/shipping  
Miscellaneous  
Total

[REDACTED]



**Out of Eden Walk**

EIN# [REDACTED]

**Part IX, 14(c), Financial Data:**

Year 1/1/14 to 12/31/14 Fundraising Expenses:

Travel [REDACTED]  
Telephone [REDACTED]  
Total [REDACTED]

**Part IX, 18(c), Financial Data:**

Year 1/1/14 to 12/31/14 Other Salaries and Wages Expenses:

Office Manager [REDACTED]  
Total [REDACTED]

**Part IX, 20(c), Financial Data:**

Year 1/1/14 to 12/31/14 Occupancy:

Office rent ([REDACTED] per month) [REDACTED]

**Part IX, 22(c), Financial Data:**

Year 1/1/14 to 12/31/14 Professional Fees Expenses:

Website Management  
Knight Science Journalism Lab  
Massachusetts Institute of Technology  
Website creative consultant  
Zeega, Cambridge, MA  
GIS tool development  
Map design, video editing  
Social media management  
Total [REDACTED]

**Out of Eden Walk**

EIN# [REDACTED]

**Part IX, 23(c), Financial Data:**

Year 1/1/14 to 12/31/14 Expenses Not Otherwise Classified:

Administrative (office, visa fees, bank wires, etc.)	[REDACTED]
Travel (air, sea, land, fares; lodging)	[REDACTED]
Supplies (satellite phone, GPS, camera equip.)	[REDACTED]
Insurance	[REDACTED]
Legal fees	[REDACTED]
Accounting fees	[REDACTED]
Field Expenses (fixers, guides, translators, government fees, food, transport, etc., approx. [REDACTED] /mo)	[REDACTED]
Satellite communications (approx. [REDACTED] /mo)	[REDACTED]
Postage/shipping	[REDACTED]
Miscellaneous	[REDACTED]
Total	\$ [REDACTED]

End of Attachment to Form 1023

**Out of Eden Walk**

EIN# [REDACTED]

Attachment to Form 1023

Out of Eden Walk  
EIN# [REDACTED]

EXHIBIT A

ARTICLES OF INCORPORATION  
OF  
OUT OF EDEN WALK

Attachment to Form 1023

Out of Eden Walk  
EIN# [REDACTED]

EXHIBIT B

BYLAWS  
OF  
OUT OF EDEN WALK

Attachment to Form 1023

Out of Eden Walk  
EIN# [REDACTED]

EXHIBIT C

[WWW.OUTOFEDENWALK.COM](http://WWW.OUTOFEDENWALK.COM)



Project Trailer



Conference Talk



Project Outline

About 50,000 years ago, our ancestors wandered out of their prehistoric African “Eden” and began exploring the Earth. In 2013, Pulitzer Prize-winning writer Paul Salopek will recreate that epic journey, on foot, over the course of seven years. Along the way, he will be seeking new ground truths about the major global stories of our time — from climate change to conflict, from mass migration to cultural survival — by walking alongside the people who live them: cattle nomads, artists, traders, scientists. This immense narrative journey, called *Out of Eden*, begins at our species’ birthplace in Ethiopia and ends in Patagonia, where our forebears ran out of horizon. Its brand of “slow journalism” will reveal the hidden pathways that link all of our stories, and provide a unique learning experience for school children around the world. To learn more, read the [project outline](#).

## Sample Content

[return to top ↑](#)



### Sample Walking Video: Kenya

Roughly 150 of these visual haikus, strung like beads on a string, will offer a sensory record of my progress along the route: a savannah in Africa, the Silk Road of Tajikistan, an office park in Beijing, a river crossing in the Athapaskan region of British Columbia—in effect, a visual “songline” of human life on the planet today.



### Sample Article: The Last Famine

March 2012 • Foreign Policy

Last August, I took a long walk with Daasanach nomads in northern Kenya, well inside the disaster zone, to see what it was like to move, as most famine victims do, on foot, through a landscape of chronic hunger. It was a way to look at hunger beyond the carefully framed shots of television cameras, and an occasion to ask: When will Africa’s vast hunger pangs finally end?

## Author Biography

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Attachment to Form 1023

Out of Eden Walk  
EIN# [REDACTED]

EXHIBIT D

BIOGRAPHY  
OF  
PAUL F. SALOPEK II, FOUNDER  
OUT OF EDEN WALK



Pulitzer Prize-winning writer **Paul Salopek** was born in California, USA, and raised in Mexico. As a foreign correspondent, he has worked in Africa, the Middle East, Central Asia and Latin America. His stories have appeared in the *Chicago Tribune*, *The Atlantic*, *Foreign Policy*, *The American Scholar*, *National Geographic*, *Conservation Magazine*, *The Best American Travel Writing* and many other publications. His work has won most of the national journalism awards in the United States, including two Pulitzer Prizes; the George Polk Award; the National Press Club Award; the Overseas Press Club Award; the Daniel Pearl Award for Courage in Journalism; a Princeton Ferris-McGraw Fellowship; a Nieman Fellowship at Harvard and many other honors. In addition, he has appeared as a commentator on the *FBS NewsHour*, *NPR's Fresh Air*, and other national news programs. He is currently finishing *The Mule Diaries*, a book about travel, which will be published by Random House. Salopek holds a B.A. in biology from the University of California at Santa Barbara. He is married to visual artist Linda Lynch.

## Previous Work

[return to top ↑](#)

### Lost in the Sahel

April 2008 • *National Geographic*

After I was arrested and imprisoned in Darfur, an American soldier told me, shaking his head in disgust, "You fly over this place and all you see is miles and miles of nothing." But that was an outsider's delusion. Every outcrop and plain was parsed by unseen tangents, lines, ghostly demarcations.

### Closed-Source Crops

June 2011 • *Conservation*

A handful of giant corporations are laying claim to the germ plasm of the world's major food crops. And when yield is the goal of profit, biodiversity isn't a priority.

### Land Mines Are War Crimes

October 2010 • *Foreign Policy*

Weighing one war crime against another is a bit like counting the demons that dance on the head of a pin. What, exactly, makes chemical or biological weapons more monstrous than millions of low-tech explosives that cost as little as \$3 apiece, are activated by 20 pounds of pressure on a crude firing pin, and linger in the soil like some invisible toxin, ruining lives for generations?

### Ways of Dying in Northern Mexico

April 2010 • *GlobalPost*

CIUDAD JUAREZ, Mexico — Five thousand people have been murdered in this dying border city since 2008. The local newspaper, *El Diario de Juarez*, published this bleak statistic last week. The news coincides with reports that several U.S. border states are clamoring for more troops to cordon off Mexico's unprecedented drug violence. Only the violence isn't unprecedented. Nor is the deep American denial as to its origins.

### Who Rules the Forest?

September 2005 • *National Geographic*

The Mbuti Pygmies of Congo's Ituri forest have survived a brutal civil war and chaotic aftermath. But peace — with its inevitable land rush — poses an even greater threat.

## Education

[return to top ↑](#)

The world walk's storytelling will provide a compelling and creative resource for teachers and students in the United States and across the world. Two organizations are assisting with this mission. A news literacy



curriculum based on the walk's journalism will be produced in partnership with the Pulitzer Center on Crisis Reporting. For more information, please visit the Pulitzer Center's Education page. Project Zero, a research center associated with the Graduate School of Education at Harvard, will develop and coordinate online collaborative learning spaces that invite students from around the world to consider some of the big questions raised by the walk.



Out of Eden Project - P.O. Box 1754 - Columbus, NM 88029 - paul@outofedenwalk.com  
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Attachment to Form 1023

Out of Eden Walk  
EIN# [REDACTED]

EXHIBIT E

THE PULIZER PRIZES  
PAUL F. SALOPEK II, FOUNDER  
OUT OF EDEN WALK

# The Pulitzer Prizes



HONORING  
excellence  
in journalism  
and the arts  
since 1917

[\\* Back to Awards for 1998](#)

## The 1998 Pulitzer Prize Winners Explanatory Reporting

For a distinguished example of explanatory reporting that illuminates a significant and complex subject, demonstrating mastery of the subject, lucid writing and clear presentation, Five thousand dollars (\$5,000).

Awarded to **Paul F. Salopek** of *Chicago Tribune* for his enlightening profile of the Human Genome Diversity Project, which seeks to chart the genetic relationship among all people.

**Chicago Tribune**



Columbia University President, George Rupp (left), presents Paul F. Salopek with the Pulitzer Prize for Explanatory Journalism.

### Finalists

Also nominated as finalists in this category were: **Linda Greenhouse** of *The New York Times* for her consistently illuminating coverage of the United States Supreme Court (moved by the Board to the Beat Reporting category), and **David Barstow** of the *St. Petersburg Times* for his narrative portrait of the legal struggle against the tobacco industry, centered on the personalities who were key in reaching a tentative settlement of billions of dollars.



[← Back to Awards for 2001](#)

## The 2001 Pulitzer Prize Winners International Reporting

For a distinguished example of reporting on international affairs, including United Nations correspondence, Seven thousand five hundred dollars (\$7,500).

Awarded to **Paul Salopek** of *Chicago Tribune* for his reporting on the political strife and disease epidemics ravaging Africa, witnessed firsthand as he traveled, sometimes by canoe, through rebel-controlled regions of the Congo.

**Chicago Tribune**



Columbia University President George Rupp (left) presents Paul Salopek with a 2001 Pulitzer Prize for International Reporting.

Attachment to Form 1023

Out of Eden Walk  
EIN# [REDACTED]

EXHIBIT F

NIEMAN FOUNDATION FELLOWSHIP  
PAUL F. SALOPEK II, FOUNDER  
OUT OF EDEN WALK

Attachment to Form 1023

Out of Eden Walk  
EIN# [REDACTED]

EXHIBIT G

NATIONAL GEOGRAPHIC FELLOWSHIP  
PAUL F. SALOPEK II, FOUNDER  
OUT OF EDEN WALK  
PRINT AND VIDEO MEDIA SAMPLES

Attachment to Form 1023

Out of Eden Walk  
EIN# [REDACTED]

EXHIBIT H

EDUCATIONAL PARTNER  
OF  
OUT OF EDEN WALK:  
PULITZER CENTER ON CRISIS REPORTING  
SCHOOL CURRICULUMS

Attachment to Form 1023

Out of Eden Walk  
EIN# [REDACTED]

EXHIBIT I

EDUCATIONAL PARTNER  
OF  
OUT OF EDEN WALK:  
PROJECT ZERO  
HARVARD GRADUATE SCHOOL OF EDUCATION





## NEW MEXICO PUBLIC REGULATION COMMISSION

### *Certificate Of Incorporation*

OF

**OUT OF EDEN WALK**

**4662520**

The Public Regulation Commission certifies that the Articles Of Incorporation, duly signed and verified pursuant to the provisions of the

**Nonprofit Corporation Act**

**(53-8-1 To 53-8-99 NMSA 1978)**

have been received by it and are found to conform to law. Accordingly, by virtue of the authority vested in it by law, the Public Regulation Commission issues this Certificate Of Incorporation and attaches hereto a duplicate of the Articles Of Incorporation.

Dated : **October 9, 2012**

**In testimony whereof, the Public Regulation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to be affixed at the city of Santa Fe.**

*Stacy Starr Garcia*

**Bureau Chief**

*Patrick H. Lyons*

**Chairman**



Nonprofit Corporation  
ARTICLES OF INCORPORATION

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OCT 09 2012

The undersigned, acting as incorporator(s) to form a corporation under the New Mexico Nonprofit Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE: The name of the Corporation is: Out of Eden Walk

ARTICLE TWO: The period of duration is: Perpetual

ARTICLE THREE: The purpose for which the corporation is organized is: \_\_\_\_\_  
Please see attached schedule for Article Three

ARTICLE FOUR:

(1) The New Mexico street address of the corporation's initial registered office is:  
203 South Missouri Street, Columbus, New Mexico 88029

(P.O. Box is not acceptable. Provide a description of the geographical location if a street address does not exist)

(2) The name of the initial registered agent at the address of the initial registered office is:  
Paul F. Salopek II

ARTICLE FIVE: The names and addresses of the initial board of directors are: (*minimum number of directors required is three*) (*attach schedule if needed*)

NAME  
Mr. Timothy J. McNulty  
Mr. James E. O'Shea  
Mr. David S. Rhode

ADDRESS



ARTICLE SIX: The name and address of each incorporator is: (*attach schedule if needed*)

NAME  
Paul F. Salopek II

ADDRESS

P.O. Box 1754, Columbus, New Mexico 88029

\*See attached schedules: Articles Seven, Eight, Nine



Dated: Sept. 10 2012

Signature of Incorporator(s)  
(each person named in Article Six must sign)

Form DNP  
(revised 07/03)

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OUT OF EDEN WALK

ARTICLE THREE:

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The purpose for which this corporation is organized is: to educate and link the general public to global cultures by exploring ancient human migration routes and contemporary issues encountered over a multi-year narrative walk. This corporation will house the educational programming from which a worldwide audience may gain access to science and journalism through visual and literary storytelling.

The corporation will promote education through its sponsorship of a worldwide walk originating from the African continent and ending at the continental tip of South America over a minimum of seven years. Writer Paul Salopek will combine science and journalism to reveal stories along the route that will be disseminated to the public through ongoing classroom curriculums for primary, secondary, and college level students, live Internet web portals for students and the general public, and through magazines, newspapers, video, and film. Other educational venues include but are not limited to: presentations, walk-related forums, discussions, workshops, and panels open to the general public, and any other means deemed appropriate for promoting public education of the science of ancient human migration and contemporary issues facing global cultures of this day.

This corporation is organized and operated exclusively for charitable, educational, purposes within the meaning of 501(c)(3) of the Internal Revenue Code.

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ARTICLE SEVEN:

Additional Provisions:

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The property of this corporation is irrevocably dedicated to charitable, educational, purposes. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in these articles.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

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ARTICLE EIGHT:

Additional Provisions:

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8.1 A Director of the Corporation shall not be liable for monetary damages to the Corporation for any act or omission in the performance of his duties, except that this Article does not eliminate or limit the liability of a Director for:

- (1) a breach of a Director's duty of loyalty to the Corporation;
- (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; or
- (4) an act or omission for which the liability of a Director is expressly provided for by statute.

8.2 Unless otherwise provided by law, in discharging the Director's duties, the Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other data if prepared or presented by:

- (1) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (2) Legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or
- (3) A committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

A Director is not entitled to so rely if the Director has actual knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 8.2 unwarranted.

8.3 An officer or Director may, in discharging his duties, consider the effects of any action on officers, employees, suppliers, and beneficiaries of the Corporation, and communities in which offices or other facilities of the Corporation are located, and any other factors the officer or Director considers pertinent.

8.4 In the event that any provision or a portion of a provision of this Article Eight is determined to be in conflict with any applicable statute, such provision or portion thereof shall be inapplicable to the extent of such conflict.

8.5 In the event that any provision or portion of a provision of this Article Eight is determined to be invalid, void, illegal, or unenforceable, the remainder of the provisions of this Article Eight shall continue to be valid and enforceable and shall in no way be affected, impaired or invalidated.

8.6 Nothing in this Article Eight shall be construed to diminish, limit or impair any rights or defenses afforded to officers or directors by common law, statute, or other provisions of the Articles of Incorporation, the Bylaws of the Corporation or otherwise, and the provision of this Article Eight shall be deemed to be cumulative thereto.

8.7 In the event that any provision or portion of a provision of the Article Eight is amended, such amendment shall become effective as of the date of the adoption of such amendment by the members of the Corporation, and shall be inapplicable to (i) actions, suits or proceedings pending on such date; (ii) any claim or claims made or threatened by notice to the Corporation on or prior

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ARTICLE EIGHT:

Additional Provisions, cont'd.:

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to such date; or (iii) any claim, action or proceeding brought or made after such date and based on an act or omission of the Director in his or her capacity as a Director that occurred prior to such date.

8.8 References in this Article Eight to Directors or officers shall be deemed to refer to any person who is or was a Director or officer of the Corporation and any person who, while a Director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise.

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ARTICLE NINE:

Additional Provisions:

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The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors.



Paul F. Salopek II, Incorporator

P.O. Box 1754, Columbus, NM 88029

P.O. Box 1754, Columbus, NM 88029

Sept. 10 2012

Date

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STATEMENT-OF ACCEPTANCE OF APPOINTMENT  
BY DESIGNATED INITIAL REGISTERED AGENT

Paul F. Salopek II

FILED  
NMPRC  
Corporation Bureau  
OCT 09 2012

I, \_\_\_\_\_,

hereby acknowledge that the undersigned individual or corporation accepts appointment  
as Initial Registered Agent of \_\_\_\_\_  
Out of Eden Walk

the corporation which is named in the annexed Articles of Incorporation.



*(Sign on this line if the registered agent named in the Articles of Incorporation is an individual.  
If this line is signed, the two lines below do not apply and must be left blank.)*

.....  
**CORPORATION ACTING AS A REGISTERED AGENT ONLY**

*(If the following lines are used, the signature line above does not apply and must be left blank)*

\_\_\_\_\_  
*(If the registered agent named in the Articles of Incorporation is a corporation, type or print the name  
of that corporation here.)*

By \_\_\_\_\_  
*(An authorized officer of the corporation being appointed as registered agent must sign here)*

Form D-STMNT  
(revised 07/03)

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**Bylaws  
of  
Out of Eden Walk**

**Article 1  
Offices**

**Section 1. Principal Office**

The principal office of the corporation is located in Luna County, State of New Mexico.

**Section 2. Change of Address**

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address: \_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

New Address: \_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

New Address: \_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

**Section 3. Other Offices**

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

## **Article 2 Nonprofit Purposes**

### **Section 1. IRC Section 501(c)(3) Purposes**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

### **Section 2. Specific Objectives and Purposes**

The specific objectives and purposes of this corporation shall be:

- a) To educate and link the general public to our shared global cultures by exploring ancient human migration routes and contemporary issues occurring along those routes;
- b) To sponsor a world wide, multi-year, narrative walk to follow ancient human migration routes across three continents as the means to explore our ancient human history and to contrast this history with contemporary issues, with an emphasis on public education through continuous storytelling dispatched from these routes.
- c) To promote education by combining science and narrative journalism to reveal stories to the general public disseminated through: classroom curriculums for primary, secondary, and college level students, live Internet web portals for students and the general public, and through magazines, newspapers, video and film.
- d) To promote a slower form of inquiry into our common global history and affairs, via walking, that invites more thorough comprehension of complex subjects and issues common to the public worldwide, through more contemplative consideration.
- e) To participate in other educational venues open to the general public, such as walk-related presentations, forums, discussions, workshops, panels, and any other means deemed appropriate for promoting public education of the science of our collective ancient human migration and the contemporary issues facing our global cultures this day.
- f) To engage in other operations, functions, and programs necessary or incidental to achieving our main purposes of linking our global community through walking, storytelling, and sharing public education of our collective ancient past, and present.

## **Article 3 Directors**

### **Section 1. Number**

The corporation shall have seven directors and collectively they shall be known as the board of directors.

### **Section 2. Qualifications**

Directors shall be of the age of majority in this state. Other qualifications for directors of this corporation shall be as follows: Three board positions shall be filled by individuals experienced in education; two board positions shall be filled by individuals experienced in journalism; one board position shall be filled by an individual experienced in Internet technology; and one board position shall be filled by an individual experienced in non-profit leadership.

### **Section 3. Powers**

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

### **Section 4. Duties**

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their addresses with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

### **Section 5. Term of Office**

Each director shall hold office for a period of two years and until his or her successor is elected and qualifies.

### **Section 6. Compensation**

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

### **Section 7. Place of Meetings**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board of directors. Meetings may include video or telephone conferencing to allow any director to attend virtually, who may not be able to attend physically, to a given board meeting at its principal office or designated location.

### **Section 8. Regular Meetings**

Regular meetings of directors shall be held on 25th day of February, July, and October at 4:00 p.m., at the principal office of the corporation unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

If this corporation makes no provision for members, then, at the regular meeting of directors held on the 25th of July, every second year, directors shall be elected by the board of directors. Voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

### **Section 9. Special Meetings**

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the

board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

### **Section 10. Notice of Meetings**

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- a. Regular Meetings.** No notice need be given of any regular meeting of the board of directors.
- b. Special Meetings.** At least one week prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, electronic mail, or by telephone, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.
- c. Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

### **Section 11. Quorum for Meetings**

A quorum shall consist of four of the members of the board of directors. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

### **Section 12. Majority Action as Board Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

### **Section 13. Conduct of Meetings**

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated, or in his or her absence, the president of the corporation, or in his or her absence, by the vice president of the corporation, or in the

absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by *Robert's Rules of Order*, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

#### **Section 14. Vacancies**

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

#### **Section 15. Nonliability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### **Section 16. Indemnification by Corporation of Directors and Officers**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

#### **Section 17. Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any

agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

## **Article 4 Officers**

### **Section 1. Designation of Officers**

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer or alternatively a secretary/treasurer. The corporation may also have a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors.

### **Section 2. Qualifications**

Any person may serve as officer of this corporation.

### **Section 3. Election and Term of Office**

Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **Section 4. Removal and Resignation**

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

### **Section 5. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

#### **Section 6. Duties of President**

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, the president shall preside at all meetings of the board of directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

#### **Section 7. Duties of Vice President**

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

#### **Section 8. Duties of Secretary**

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the corporation, any written consents approving



action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

### **Section 9. Duties of Treasurer**

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

### **Section 10. Compensation**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. All officer salaries shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

## **Article 5 Committees**

### **Section 1. Executive Committee**

The board of directors may, by a majority vote of its members, designate an Executive Committee consisting of three board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of the members of the executive committee, and fill vacancies on the Executive Committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

### **Section 2. Other Committees**

The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

### **Section 3. Meetings and Action of Committees**

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## **Article 6 Execution of Instruments, Deposits, and Funds**

### **Section 1. Execution of Instruments**

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **Section 2. Checks and Notes**

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

### **Section 3. Deposits**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

### **Section 4. Gifts**

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

## **Article 7**

### **Corporate Records, Reports, and Seal**

#### **Section 1. Maintenance of Corporate Records**

The corporation shall keep at its principal office:

- a. Minutes of all meetings of directors, committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

#### **Section 2. Corporate Seal**

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

#### **Section 3. Directors' Inspection Rights**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

#### **Section 4. Members' Inspection Rights**

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of the corporation, which

demand shall state the purpose for which the inspection rights are requested.

- b. To obtain from the secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the secretary of the corporation, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the secretary of the corporation or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

#### **Section 5. Right to Copy and Make Extracts**

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

#### **Section 6. Periodic Report**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

### **Article 8 IRC 501(c)(3) Tax Exemption Provisions**

#### **Section 1. Limitations on Activities**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on

any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### **Section 2. Prohibition Against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

### **Section 3. Distribution of Assets**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

### **Section 4. Private Foundation Requirements and Restrictions**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **Article 9 Conflict of Interest and Compensation Approval Policies**

### **Section 1. Purpose of Conflict of Interest Policy**

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's

interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **Section 2. Definitions**

- a. Interested Person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - 1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
  - 2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
  - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## **Section 3. Conflict of Interest Avoidance Procedures**

- a. Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the

determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

- c. **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- d. **Violations of the Conflicts of Interest Policy.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 4. Records of Board and Board Committee Proceedings**

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.



## **Section 5. Compensation Approval Policies**

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a. the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;
- b. all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
  1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
  2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
  3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
  4. has no material financial interest affected by the compensation arrangement;  
and
  5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

- c. the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
  2. the availability of similar services in the geographic area of this organization;
  3. current compensation surveys compiled by independent firms;
  4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
1. the terms of the compensation arrangement and the date it was approved;
  2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
  3. the comparability data obtained and relied upon and how the data was obtained;
  4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
  5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
  6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation

arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);

7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

#### **Section 6. Annual Statements**

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Section 7. Periodic Reviews**

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

### **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **Article 10 Amendment of Bylaws**

### **Section 1. Amendment**

Subject to the power of the members, if any, of this corporation to adopt, amend, or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the board of directors.

## **Article 11 Construction and Terms**

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of twenty preceding pages, as the bylaws of this corporation.

Dated: 11/06/2012



Paul F. Salopek II



Timothy McNulty



James O'Shea



David Rohde

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

DEPARTMENT OF THE TREASURY

Date: FEB 14 2013

OUT OF EDEN WALK  
C/O PAUL F SALOPEK II  
PO BOX 1754  
COLUMBUS, NM 88029-1754

Employer Identification Number:

DLN:

17053332326032

Contact Person:

MITCHELL P STEELE

ID# 31360

Contact Telephone Number:

(877) 829-5500

Accounting Period Ending:

December 31

Public Charity Status:

170(b)(1)(A)(vi)

Form 990 Required:

Yes

Effective Date of Exemption:

October 9, 2012

Contribution Deductibility:

Yes

Addendum Applies:

No

Dear Applicant:

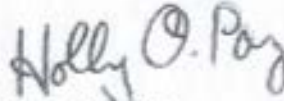
We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

OUT OF EDEN WALK

Sincerely,

A handwritten signature in black ink that reads "Holly O. Paz". The signature is written in a cursive, slightly slanted style.

Holly O. Paz  
Director, Exempt Organizations  
Rulings and Agreements

Enclosure: Publication 4221-PC