

Proposed Amendments to Articles of Incorporation

The authority to amend by Board of Director action is granted by Arizona Revised Statutes 10-11001 and 10-11002. *Note: per the statutes, as our articles and bylaws are silent on the subject of amendment to articles, the board has the authority to amend.*

Article III replaced in its entirety with the following text in order to be compliant with IRS rules on 501(c)(3) corporations:

The corporation is organized exclusively for charitable, educational and scientific purposes. The corporation as part of its charitable purposes may also make distributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. The assets of the corporation are dedicated to the charitable purpose described herein.

A new Article adopted (Article X) with the following text in order to authorize membership in the corporation per ARS:

The corporation shall have members defined and determined by bylaws.

Publication to the directors of this information shall serve as notice for the special meeting to amend the articles. Per Arizona Revised Statute 10-3823, any attending director not having received this notice in advance, gives waiver unless he specifically objects prior to any vote.

The approval of these amendments shall be by board vote, at a special board meeting to be held before the January regular meeting. Arizona Revised Statute 10-3824 defines the quorum and voting requirements for board votes of nonprofit corporations. *Note, our articles and bylaws are silent on the subject of voting by the directors, therefore per ARS 10-3824 a quorum is required (a majority of directors) and passage also requires a majority of directors. Also, once we are authorized to have members, the quorum required for member voting per ARS 10-3722 is 1/10 of the members authorized to vote, either by presence or proxy.*