

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

The Executive Director of the Arizona Corporation Commission does hereby certify that the attached copy of the following document:

ARTICLES- 07/09/1965

consisting of 9 pages, is a true and complete copy of the original of said document on file with this office for:

ARIZONA ARCHAEOLOGICAL SOCIETY
ACC file number: 00672982

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date:
July 7, 2015.



Jodi A. Jerich

Jodi A. Jerich, Executive Director

By: _____
PETER GRAHAM

STATE OF ARIZONA

Corporation Commission



To all to Whom these Presents shall Come, Greeting:

BE IT KNOWN THAT **ARIZONA ARCHAEOLOGICAL SOCIETY**

HAVING SUBMITTED TO THE ARIZONA CORPORATION COMMISSION EVIDENCE OF COMPLIANCE WITH THE LAWS OF THE STATE OF ARIZONA GOVERNING THE INCORPORATION OF COMPANIES, BY VIRTUE OF THE POWER VESTED IN THE COMMISSION UNDER THE CONSTITUTION AND THE LAWS OF THE STATE OF ARIZONA, HEREBY GRANTED THIS

CERTIFICATE OF INCORPORATION

AUTHORIZING SAID COMPANY TO EXERCISE THE FUNCTIONS OF A CORPORATION UNDER THE LAWS NOW IN EFFECT IN THE STATE OF ARIZONA, AND SUBJECT TO SUCH LAWS AS MAY HEREAFTER BE ENACTED, FOR A PERIOD OF TWENTY FIVE YEARS FROM THE DATE HEREOF UNLESS SOONER REVOKED BY AUTHORITY OF LAW.

BY ORDER OF THE ARIZONA CORPORATION COMMISSION

In Witness Whereof, **MILTON J. HUSKY**

THE CHAIRMAN, HAVE HEREUNTO SET MY HAND AND CAUSED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION TO BE AFFIXED AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS **9th** DAY OF **JULY** A. D. **1965**

CHAIRMAN

ATTEST

SECRETARY

NO. **67298**

BY

ASSISTANT SECRETARY

ARTICLES OF INCORPORATION
OF
ARIZONA ARCHAEOLOGICAL SOCIETY

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, whose residences and post office addresses appear opposite their respective names have this day associated themselves for the purpose of forming a non-profit corporation under the laws of the State of Arizona and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is and shall be ARIZONA ARCHAEOLOGICAL SOCIETY.

ARTICLE II

The location of its principal place of business shall be at Phoenix, Arizona, but it may establish other places of business and other offices at such other places either within or without the State of Arizona as the Board of Directors may from time to time determine.

ARTICLE III

The objects, purposes and powers of this corporation and the general nature of the business it proposes to transact are:

(a) To operate exclusively for charitable, scientific or educational purposes in such manner as the Board of Directors may deem best, particularly for the purpose of studying and preserving the archaeology of the Southwestern United States;

(b) To act as trustee of trust funds created for furthering the purposes of this corporation;

(c) To buy, contract for, lease and in any other lawful ways acquire, take, hold and own real, personal and mixed property of all kinds and descriptions and to sell, mortgage, lease and otherwise dispose of the same for the purposes of this corporation;

(d) To borrow money and to issue bonds, debentures, notes and other evidences of indebtedness and obligations from time to time, and to mortgage, pledge and otherwise charge any or all of its properties, rights, privileges and assets to secure the payment thereof for the purposes of this corporation;

(e) To accept by gift, devise or bequest money, property or rights for the purposes of this corporation;

(f) To establish terms and conditions of membership in the corporation; and

(g) To do all and everything necessary, suitable and proper for the accomplishment of the purposes or attainment of the objects hereinabove set forth either alone or in association with other individuals, corporations or partnerships and including federal, state, county and municipal bodies and authorities and in general to do any and all things which a natural person could do or which now or hereafter may be authorized by law and in general, to do and perform such acts and things and transact such business in connection with the foregoing objects not inconsistent with law.

ARTICLE IV

Notwithstanding anything herein to the contrary contained, no part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation.

ARTICLE V

The time for the commencement of this corporation shall be the date of the filing of these Articles of Incorporation as required by law and the term of its corporate existence shall be twenty-five (25) years thereafter, with privilege of renewal as provided by law.

ARTICLE VI

This corporation shall be a non-profit corporation and shall have no stock, and no dividends or pecuniary profits shall be declared or paid to the members or directors thereof or to any other private individual and all of its earnings shall be used to further the purposes of this corporation as hereinabove set forth.

ARTICLE VII

The members, officers and directors shall not be individually liable for the corporation's debts or other liabilities and the private property of such individuals shall be exempt from any corporate debts or liabilities.

ARTICLE VIII

The government of the corporation shall be vested in its officers, Board of Directors, and an Executive Committee.

The officers of this corporation shall consist of a President, Vice President, Secretary, Treasurer and an Archivist, who shall be elected by the members of this corporation. They shall hold office for one year or until their successors have been duly elected or appointed. The President and Vice President may not be re-elected consecutively more than once. The

positions of the Secretary and the Treasurer may be combined.

The Board of Directors shall consist of three active members, none of whom shall hold any office and who shall be elected by the members of the corporation. The Directors shall hold office for three years after the date of election, except for the first three years after the corporation is organized. Initially, there shall be elected three Directors, one for a period of one year, one for a period of two years and one for a period of three years. After the first election, succeeding elections will elect a Director for a three-year term.

The President, Vice President, Secretary, Treasurer, Archivist and the Board of Directors, shall constitute the Executive Committee. The President shall act as Chairman of the Executive Committee. The President and Secretary shall be members of all committees.

The following persons have been elected officers of this corporation:

G. Doyle	President
D. E. Dove	Vice President
I. Fry	Secretary-Treasurer
I. Slaman	Archivist

At a meeting held in Phoenix, Arizona on March 11, 1965, the following persons were elected to the Board of Directors of this corporation for the terms indicated:

F. Tucker	one-year term
D. W. Fry	two-year term
E.B. Pritchett	three-year term

ARTICLE IX

The corporation shall hold an annual meeting of the active members for the election of officers on the second Thursday of March at a place designated by the Executive Committee. Other meetings for the transaction of business pertaining to the corporation and for presentation of programs of interest to the members shall be called in a manner provided for in the By-Laws.

The attending members shall constitute a quorum. Special meetings may be called by the President at any time upon approval of the Executive Committee.

The membership shall be notified of scheduled meetings at least four days prior to such meetings if corporation business is to be transacted.

The President may call special meetings of the Executive Committee and will do so upon request of any member of the Committee. Five members present will constitute a quorum of the Executive Committee.

ARTICLE X

Membership in this organization is open to all persons or institutions in sincere sympathy with the stated purposes of the corporation upon payment of a fee as prescribed in the By-Laws for the type of membership desired. Application for membership shall be submitted to the Secretary who will present the application to the Executive Committee for action.

The Executive Committee may, by unanimous vote,

expel from the corporation any member whose acts are contrary to the ideals, objectives, and accepted standards of the corporation or who otherwise makes improper use of his membership.

ARTICLE XI

No person shall possess any property right in or to the property or assets of the corporation. Upon the dissolution of the corporation, all assets shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XII

These Articles of Incorporation may be amended by the affirmative vote of a majority of the directors then in office at a meeting called for that purpose; provided, that in no event shall Article IV or Article VI hereof be altered or amended in any manner whatsoever.

ARTICLE XIII

The highest amount of indebtedness or liability, direct or contingent, to which this corporation may be subject at any one time shall be One Hundred Thousand Dollars (\$100,000.00) or such additional amount or amounts as may be authorized by three-fourths (3/4) of the votes cast with respect thereto at a lawfully held meeting of the directors of the corporation and approved by the Arizona Corporation Commission.

ARTICLE XIV

This corporation does hereby appoint Edward B. Pritchett, 2433 West Diana Avenue, Phoenix, Arizona, who has been a bona fide resident of the State of Arizona for at least three (3) years, its lawful agent in and for the State of Arizona for and on behalf of said corporation to accept and acknowledge service of, and upon whom may be served all necessary process or processes in any action, suit or proceeding that may be had or brought against said corporation, in any of the courts in said State of Arizona, such service of process or notice, or the acceptance thereof, by said agent endorsed thereon to have the same force and effect as if served upon by the President and Secretary of the corporation.

The foregoing appointment may be revoked at any time by filing an appointment of a successor agent.

IN WITNESS WHEREOF, we, the undersigned, have hereunto signed our names this 7th day of July, 1965.

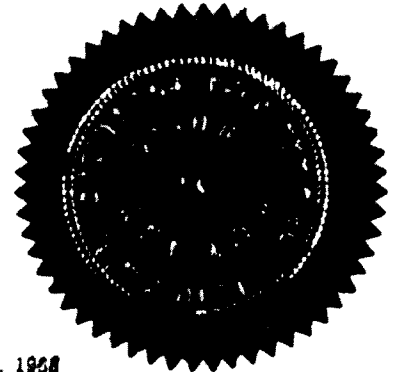
<u>NAME</u>	<u>RESIDENCE AND P.O. ADDRESS</u>
<u><i>Frank W. Fisher</i></u>	<u>4520 N 70 DR</u>
<u><i>Don W. Fry</i></u>	<u>2248 W Jean De Arc Ave Phoenix, Ariz</u>
<u><i>Edward B. Pritchett</i></u>	<u>2433 W. Diana Ave., Phoenix</u>

*County of Maricopa
State of Arizona*
Notary Public Jean C. Chubbick

-7-

Dated 7 July 1965

My Commission Expires Feb. 16, 1968



67-96
ARIZONA CORPORATION COMMISSION
INCORPORATION

JUL 9 1965

At 10:30 PM
Ed. W. ...
Address ...
By May ...
SECRETARY

11-2933

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

The Executive Director of the Arizona Corporation Commission does hereby certify that the attached copy of the following document:

AMENDMENT-08/15/1990

consisting of 4 pages, is a true and complete copy of the original of said document on file with this office for:

ARIZONA ARCHAEOLOGICAL SOCIETY
ACC file number: 00672982

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date:
July 7, 2015.



Jodi A. Jerich

Jodi A. Jerich, Executive Director

By: *Peter Graham*

PETER GRAHAM

AZ COMM. COMMISSION
FOR THE STATE OF AZ.
FORM

MAY 15 11 24 AM '90

APPROVED: Janice Snee
DATE: 5/16/90
TERM: _____
DATE: _____ P.M. _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ARIZONA ARCHAEOLOGICAL SOCIETY

067298-2

Pursuant to the provisions of Title 10, Sections 1034 and 1035, Arizona Nonprofit Corporation Act, the undersigned corporation adopts the attached Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is ARIZONA ARCHAEOLOGICAL SOCIETY.

SECOND: The document attached hereto as Exhibit A sets forth the Amendments to the Articles of Incorporation which were adopted by the Board of Directors on January 13, 1990, in the manner prescribed by the Arizona Nonprofit Corporation Act.

THIRD: The resolution of the Board of Directors to amend the Articles of Incorporation was duly adopted by act of the Board of Directors on October 14, 1988, in the manner prescribed by the Arizona Nonprofit Corporation Act.

DATED this 13 day of January, 1990.

ARIZONA ARCHAEOLOGICAL SOCIETY

By Charles R. Gilbert
Charles R. Gilbert
President - Chairman

By Jeanne L. Graham
Jeanne L. Graham
Secretary

STATE OF ARIZONA)
County of Maricopa) ss

The foregoing instrument was acknowledged before me this 15 day of January, 1990, by CHARLES R. GILBERT, Chairman of the ARIZONA ARCHAEOLOGICAL SOCIETY; an Arizona Nonprofit Corporation, on behalf of said corporation.

My commission expires: _____

Melissa H. Franch
Notary Public

STATE OF ARIZONA)
County of P Cochise) ss

The foregoing instrument was acknowledged before me this 7 day of MAY, 1990, by JEANNE L. GRAHAM, Secretary of the ARIZONA ARCHAEOLOGICAL SOCIETY, an Arizona Nonprofit Corporation, on behalf of said corporation.

My commission expires: _____
My Commission Expires Nov. 9, 1992

Timothy D. Hilling
Notary Public

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ARIZONA ARCHAEOLOGICAL SOCIETY

1. ARTICLE IV is deleted in its entirety.

2. ARTICLE V is amended to read as follows:

The time for the commencement of this corporation shall be the date of the filing of these Articles of Incorporation as required by law. The corporate existence of ARIZONA ARCHAEOLOGICAL SOCIETY will expire on July 9, 1990, and the corporate existence of said ARIZONA ARCHAEOLOGICAL SOCIETY is hereby renewed. The duration of ~~the corporation~~ shall be perpetual.

3. ARTICLE VIII is amended to read as follows:

The government of the corporation shall be vested in a Board of Directors of not less than three (3) members. The Board of Directors shall consist of three (3) Directors from each affiliated Chapter plus the current President and Treasurer from each affiliated Chapter.

4. ARTICLE IX is amended to read as follows:

The corporation shall hold an Annual Meeting of the Board of Directors prior to January 31, or at such other date as the meeting shall adjourn to as provided in the Bylaws, and at a place designated by the Board of Directors. The Board of Directors also has the right to change the time of the Annual Meeting by amendment to the Bylaws and there shall be no further need to change the Articles of Incorporation. A meeting of the Board of Directors shall be held within ninety (90) days of the Annual Meeting at a place designated by the Board of Directors. Special meetings for the transaction of business pertaining to the corporation and for the presentation of programs of interest to members shall be called in a manner provided for in the Bylaws. The attending members shall constitute a quorum.

5. ARTICLE XII is amended to read as follows:

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Directors then in office at a meeting called for that purpose; provided that in no event shall Article VI hereof be altered or amended in any manner whatsoever.

6. ARTICLE XIV is amended to read as follows:

This corporation does hereby appoint BENJAMIN L. MIXON, 4224 East Hubbell, Phoenix, Arizona, 85008, who has been a bona fide resident of the State of Arizona for at least three (3) years, its lawful agent in and for the State of Arizona for and on behalf of said corporation to accept and acknowledge service of, and upon who may be served all necessary process or processes in any action, suit or proceeding that may be had or brought against said corporation in any of the courts in said State of Arizona, such service of process or notice, or the acceptance thereof, by said agent endorsed thereon, to have the same force and effect as if served upon the Chairman and Secretary of the corporation.

The foregoing appointment may be revoked at any time by filing an appointment of a successor agent.