

**ARTICLES OF INCORPORATION OF A TAX-EXEMPT
ARIZONA NON-PROFIT CORPORATION
HUACHUCA ASTRONOMY CLUB
OF SOUTHEASTERN ARIZONA, INC.**

KNOW ALL MEN BY THESE PRESENT:

That we, the undersigned, desiring to form a Non-Profit Corporation under and pursuant to the laws of the State of Arizona, and for that purpose, do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME: This name of this corporation is the Huachuca Astronomy Club of Southeastern Arizona, Inc.

ARTICLE II. PRINCIPAL (REGISTERED) OFFICE: The principal (registered) office of this corporation is to be located at:

Huachuca Astronomy Club of Southeastern Arizona, Inc.
c/o Timothy Doyle, 2310 East Suma Dr., Sierra Vista, AZ 85650
in the City of Sierra Vista, County of Cochise, State of Arizona, and may transact its business and maintain offices for such purposes at such other places either within or without this state.

ARTICLE III. PURPOSE: The purpose for which this corporation is organized is the transaction of any and all business for which non-profit corporations may be incorporated under the laws of the State of Arizona, as may be amended from time-to-time, except that said corporation is organized exclusively for educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Laws.

ARTICLE IV. CHARACTER OF AFFAIRS: The specific purpose for which this corporation is organized and intends actually to engage in this State, which shall not limit the character of the exempt activities which this corporation may ultimately conduct are as follows:

The Huachuca Astronomy Club of Southeastern Arizona shall support education in astronomy and related sciences. The club shall present regular lectures on astronomy and related topics, provide instruction in amateur telescope making, conduct public star parties, and encourage its members in research efforts and their pursuit of recognition by other astronomical organizations.

within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3), or the corresponding provisions of any future United States Internal Revenue Laws.

ARTICLE V. INCORPORATOR(S): The names and addresses of the incorporators of this corporation are:

Ward Sherwood 1801 Laurel Lane, Sierra Vista, AZ 85635

David Healy 6929 Madera Drive, Sierra Vista, AZ 85650

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

ARTICLE VI. BOARD OF DIRECTORS: The initial board of directors shall consist of 4 directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the members, or until their successors are elected and qualify are:

Ward Sherwood	1801 Laurel Lane, Sierra Vista, AZ 85635
Doug Snyder	9896 E. Orion Terrace, Hereford, AZ 85615
Phil Stickney	5539 S. Shawnee, Sierra Vista, AZ 85650-9639
Frank Zizza	3419 E. Mohawk Dr., Sierra Vista, AZ 85635

The board of directors may at their discretion authorize the officers of the Huachuca Astronomy Club of Southeastern Arizona, as defined in the Bylaws of the Huachuca Astronomy Club of Southeastern Arizona, to perform the duties of the board of directors, pursuant to ARS §10-3301.

ARTICLE VII. CORPORATE PROPERTY: The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. 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 purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII. LIMITATIONS: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 the furtherance of the purposes set forth in the articles hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaigns on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or (b) the corresponding provisions of any future United States Internal Revenue Laws.

ARTICLE IX. DISSOLUTION: Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, to such organization organized and operated exclusively for charitable, educational, religious purposes under the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal Tax Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court in the County where the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively

for such purposes.

ARTICLE X. PRIVATE PROPERTY. The private property of the directors, members, officers, employees and agents of the corporation shall be forever exempt from any and all debts of every kind and nature incurred by the corporation, and as authorized by the laws of this State.

ARTICLE XI. INDEMNIFICATION: The corporation shall indemnify every director, officer, employee and agent, or his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceedings to which he or she may be a party by reason of his or her being, or having been, a director, officer, employee or agent of the corporation, except in relation to those matters which he or she shall be adjudicated to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matter covered by the settlement as to which the indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this ARTICLE, expenses shall include amounts of judgments, penalties or fines rendered or levied against such director, officer, employee or agent, and the amounts paid in settlement by him or her shall have been first approved by the directors of this corporation. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the Bylaws or these articles.

ARTICLE XII. DIRECTOR'S LIABILITY. No director of this corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this article shall not be construed as eliminating or limiting the liability of a director for one or more of the following acts, namely (1) A breach of duty of loyalty to the corporation, (2) Any acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law, (3) The authorizing of an unlawful payment or distribution out of the corporate assets, (4) Any transaction made in the furtherance of the exempt purposes of the corporation which the director derived an improper personal benefit, or (5) Any act or acts that can be defined under the laws of this State as 'Director Conflicts Of Interest'.

ARTICLE XIII. DISCRIMINATION: The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

ARTICLE XIV. ANNUAL MEETING: The annual meeting of the Board of Directors is to be held at a place either within or without this State as fixed by the Bylaws.

ARTICLE XV. DURATION: The existence of this corporation shall be perpetual unless sooner terminated as provided for by law.

ARTICLE XVI. MEMBERSHIP PROVISIONS: The Corporation shall have classes of members. The designation of the class of members, qualifications thereof, and all rights, privileges and powers vested and reserved to members shall be fixed by the Bylaws, except that the power to alter, amend or repeal the Bylaws or adopt Bylaws, subject to repeal or change by the action of the members, shall be vested and reserved to members. The right of members, or classes of members to vote, may be limited, enlarged or denied to the extent provided in the Bylaws and unless so limited, enlarged or denied each member, regardless of class, shall be entitled to one vote on each matter submitted to a vote of the members. A member entitled to vote may vote in person, or unless otherwise prohibited by the Bylaws, vote by a proxy duly executed by the member or his or her duly authorized attorney-in-fact. Meetings of members shall be held at such place within or without the State in accordance with the Bylaws, or if such

place is not provided, then all such meetings shall be held at the principal office of this corporation. An annual meeting of the voting members shall be held at such time and place as fixed by the Bylaws. And at such meeting, the members shall elect directors to replace those directors whose terms expire on the date of such annual meeting, and conduct any other business that may lawfully come before the members for a vote. Such directors shall be elected by a simple majority of all members entitled to vote. Special meetings of the members may be called either by one-third of the Board of Directors, or by at least one-tenth (1/10) of the voting members.

ARTICLE XVII. FISCAL YEAR: The fiscal year of the corporation shall end on October 31 of each year.

ARTICLE XVIII. STATUTORY (RESIDENT) (REGISTERED) AGENT: The name and address of the initial Statutory(Resident)(Registered) Agent of this corporation is:

Timothy Doyle 2310 East Suma Drive, Sierra Vista, AZ 85650

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this ____ day of _____ 2001.

Signed _____

Print Name Here

IN WITNESS WHEREOF, we have set our hands this ____ day of _____ 2001 by all of the incorporators.

Signed _____

Print Name Here

Signed _____

Print Name Here