

STATE OF ARIZONA

Corporation Commission



To all to Whom these Presents shall Come, Greeting:

I, GEORGE M. DEMPSEY, **SECRETARY OF THE ARIZONA CORPORATION COMMISSION,** DO HEREBY CERTIFY THAT the annexed is a true and complete copy of the ARTICLES OF INCORPORATION of PHOENIX ASTRONOMICAL SOCIETY, INC.

which were filed in the office of the Arizona Corporation Commission on the 7th day of January, 1974, as provided by law.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION, AT THE CAPITOL, IN THE CITY OF PHOENIX, THIS 7th DAY OF JANUARY, A. D. 1974

George M. Dempsey
 B. SECRETARY

ASSISTANT SECRETARY

ARTICLES OF INCORPORATION
OF
PHOENIX ASTRONOMICAL SOCIETY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, having associated ourselves together for the purpose of forming a non-profit corporation under and by virtue of the laws of the State of Arizona, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be PHOENIX ASTRONOMICAL SOCIETY, INC., and its principal place of business shall be at the City of Phoenix, County of Maricopa, State of Arizona.

ARTICLE II

The corporation is formed and shall be operated exclusively as a non-profit corporation and no capital stock, dividends, pecuniary profit or share of the corporation's assets upon dissolution shall be paid to any member at any time. In the event of the liquidation, dissolution or abandonment of the corporation, no portion of the property or assets will inure to the benefit of any private person but the same shall abide and be distributed as the Board of Directors may dictate in its sole and absolute discretion.

ARTICLE III

The names, residences and post office addresses of the incorporators are as follows:

Paul B. Hartman	9919 North 16th Place, East Phoenix, Arizona 85020
John E. Holmquist	5850 East Albany Mesa, Arizona

Leroy Chuck Nash	2736 West Rose Lane Phoenix, Arizona 85017
Dr. E. James Conley	7017 North 13th Street Phoenix, Arizona 85020
Richard D. Lines	6030 North 17th Place Phoenix, Arizona 85016
Dr. Keith Parizek	3329 East Mescal Street Phoenix, Arizona 85028
William N. Anderson	1010 East Palmaire Phoenix, Arizona 85020
Robert E. Hurley	1817 Palmcroft Drive, N.E. Phoenix, Arizona 85007

ARTICLE IV

The general purposes for which the non-profit corporation is formed are as follows:

1. To encourage amateur astronomy;
2. For research, investigation and experimentation into the science of astronomy;
3. To encourage the interest and education of the general public in the science of astronomy;
4. To take, hold, lease, mortgage, own, purchase or in any legal manner acquire real or personal property or any interest therein for the purpose of building, constructing and operating an observatory and related facilities and telescopic and other instruments therein and appurtenant thereto in furtherance of the purposes hereinabove set forth; and
5. To do any act or thing not inconsistent with law, in furtherance of any of the foregoing objects or purposes.

ARTICLE V

The time of the commencement of this non-profit corporation shall be at the date of the issuance to it of a certificate of incorporation by the Arizona Corporation Commission and it shall endure for the term of twenty-five (25) years

thereafter with the privilege of renewal as provided by law.

ARTICLE VI

The activities and affairs of the non-profit corporation shall be conducted by a Board of Directors which shall be composed of three (3) officers, a President, Vice-President and Secretary-Treasurer, elected by the members of the corporation together with up to four (4) additional directors to be appointed by said officers from among the members of the corporation. The number of directors shall be not less than three (3) nor more than seven (7) depending upon the number of additional directors appointed by said officers. The officers of the corporation shall be elected from among the members at the corporation's annual meeting to be held on the last Friday in April of each year commencing with the year 1974.

Until the first annual meeting of the members, the following named persons were elected officers and directors of the corporation by the members at a meeting held on the 27th day of April, 1973, at the Science Building of Phoenix College, Phoenix, Arizona:

Paul B. Hartman	President
John E. Holmquist	Vice-President
Leroy Chuck Nash	Secretary-Treasurer

The directors of the corporation shall have the power to fill vacancies occurring in the Board or any office from any cause.

ARTICLE VII

The directors of the corporation shall have the power to adopt, amend and rescind By-Laws. The By-Laws of the corporation shall provide for the qualification of members, types

of membership, the mode of election and the terms of admission to membership, the fees of admission and dues to be paid by members, the grounds for the expulsion or the suspension of members for misconduct or non-payment of dues and restoration of membership and the procedure therefor.

ARTICLE VIII

The highest amount of indebtedness or liability, direct or contingent, to which the corporation may at any time subject itself, is Fifty Thousand Dollars (\$50,000.00).

ARTICLE IX

The private property of the members, directors or officers of the corporation shall be forever exempt from its debts and obligations.

ARTICLE X

Subject to the further provisions hereof, the corporation shall indemnify any and all of its directors, officers, former directors and former officers, against all expenses incurred by them and each of them, including but not limited to legal fees, judgments and penalties which may be incurred, rendered or levied in any legal action brought against any of them for or on account of any action or omission alleged to have been committed while acting within the scope or employment as director or officer of the corporation. Whenever any director, officer, former director or former officer shall report to the president of the corporation or the chairman of the Board of Directors that he has incurred or may incur expenses, including but not limited to legal fees, judgments and penalties in a legal action brought or about to be brought against him for or on account of any action or omission alleged to have been committed by him

while acting within the scope of his employment as a director or officer of the corporation, the Board of Directors of the corporation shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully, with gross negligence or with fraudulent or criminal intent. If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein, provided, however, that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him in the action.

ARTICLE XI

Robert E. Hurley, a bona fide resident of the City of Phoenix, County of Maricopa, State of Arizona, for the three (3) years last past, is hereby constituted and appointed lawful agent for and on behalf of this corporation, in and for the State of Arizona, upon whom may be served all necessary process in any action, suit or proceeding, that may be had or brought against the corporation in any of the courts of such State of Arizona. This appointment may be revoked at any time by filing the appointment of another agent.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 20th day of December, 1973.

Paul B. Hartman
Paul B. Hartman

John E. Holmquist
John E. Holmquist

Leroy Chuck Nash
Leroy Chuck Nash

E. James Conley
E. James Conley

Richard D. Lines
Richard D. Lines

Keith Parizek
Keith Parizek

William N. Anderson
William N. Anderson

Robert E. Hurley
Robert E. Hurley

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this, the 20th day of December, 1973, before me, the undersigned Notary Public, personally appeared PAUL B. HARTMAN, JOHN E. HOLMQUIST, LEROY CHUCK NASH, E. JAMES CONLEY, RICHARD D. LINES, KEITH PARIZEK, WILLIAM N. ANDERSON and ROBERT E. HURLEY, known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

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IN WITNESS WHEREOF, I hereunto set my hand and
official seal.

Herbald B. Casper
Notary Public

My Commission Expires:

My Commission Expires Aug. 8, 1976



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ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION
FILED

JAN 7 1974

At 11:00 A.M. at request of
Jennings, Strouss, Salmon & Trask, Attorneys
Address 111 W. Monroe
Phoenix, Arizona 85003
By Trudy Kriegel SECRETARY

George M. Dempsey

STATE OF ARIZONA }
County of Maricopa } ss

I hereby certify that the within instrument was filed and recorded at request of

Jennings, Strouss et al

JAN 7 1974 - 245
in Docket 10465
on page 391-399

Witness my hand and official seal the day and year aforesaid.

Paul N. Maston

County Recorder
By *Linda Bauland*
Deputy Recorder

350