

Amendments to the Articles of Incorporation

Phoenix Astronomical Society, Inc.

Pursuant to the laws of the State of Arizona, this document is submitted to amend the Articles of Incorporation originally filed on January 7, 1974:

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 law of the State of Arizona., do hereby adopt the following Articles of Incorporation..

ARTICLE I. NAME:

The name of the corporation is Phoenix Astronomical Society, Inc.

ARTICLE II. PURPOSE:

The purpose for which this corporation is organized is the transaction of any and all business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, and may be amended periodically, except that said corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III. CHARACTER OF AFFAIRS:

The General Purpose 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 do any act or thing not inconsistent with law, in furtherance of any of the foregoing objects. or purposes 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 IV. STATUTORY AGENT:

The name and address of the statutory agent of this nonprofit corporation at the time of filing of these amended articles of incorporation is:

Michael Marron, 8030 Golden Spur Lane, Carefree, AZ, 85377

ARTICLE V. PRINCIPAL (REGISTERED) OFFICE:

The principal (registered) office of this corporation is to be located at:

Phoenix Astronomical Society, Inc. 3039 W. Peoria Ave 102-188 Phoenix AZ 85029 in the city of Phoenix, County of Maricopa, 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 VI. BOARD OF DIRECTORS:

The number of persons on the Board of directors and the officers shall be set by the Bylaws.

ARTICLE VII. INCORPORATORS:

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

Paul B. Hartman	9919 North 16 th Place, Phoenix, Arizona, 85020
John B. Holmquist	5850 East Albany Mesa, Arizona
Leroy Chuck Nash	1736 west Rose Lane Phoenix, Arizona 85017
Dr. B. James Conley	7017 North 13th Street Phoenix, Arizona 85010
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 Paltaire Phoenix, Arizona 85020

Robert E. Hurley

1817 Palmcroft Drive, N.B.
Phoenix, Arizona 85007

All Powers, duties, and responsibilities of the incorporators ceased at the time of delivery of the original Articles of Incorporation to the Arizona Corporation Commission for Filing in January, 1974

ARTICLE VIII. 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 IX. 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 X. 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 XI. 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 service 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 XII. 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 XIII. 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 XIV. DISCRIMINATION:

The corporation will not practice or permit discrimination on the basis of gender, age, race, national origin, religion, or physical handicap or disability.

ARTICLE XV. ANNUAL MEETING:

The board of directors shall meet at least once during each fiscal year at a place either within or without this State as fixed by the Bylaws.

ARTICLE XVI. DURATION:

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

ARTICLE XVII. 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. 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.

ARTICLE XVIII. FISCAL YEAR:

The fiscal year of the corporation shall end on December 31 of each year.

ARTICLE. XIX

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

We certify that this document is a true and correct copy of the amended Articles of Incorporation for Phoenix Astronomical Society, Inc. as adopted by the board of directors in July 2012.

_____ Date: _____

Name: Bruce Wurst
President

_____ Date: _____

Name: Terri Finch
Vice-President

_____ Date: _____

Michael Marron
Treasurer

_____ Date: _____

Donald Boyd
Editor