

NONPROFIT ARTICLES

AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
DELIVERED

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ARTICLES OF INCORPORATION

OF

JAN 28 1 20 PM '85

JAN 22 1 18 PM '85

FILED BY _____ THE TUCSON AMATEUR ASTRONOMY ASSOCIATION, INC.

FILED BY _____

DATE FILED _____

DATE FILED _____

TERM _____

TERM 5000 Days

DATE 512340 TIME _____

DATE 1-23 TIME _____

512340

ALL MEN BY THESE PRESENTS:
That we, the undersigned, have this day associated ourselves together for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona and for the purpose do hereby adopt these Articles of Incorporation.

ARTICLE I

NAME: The name of the corporation shall be: Tucson Amateur Astronomy Association, Incorporated.

ARTICLE II

The name and address of the incorporator is:

Tim B. Hunter, M.D.
4905 Entrada Primera
Tucson, Arizona 85718

ARTICLE III

PURPOSE: The purpose for which this corporation organized is the transaction of any or all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE IV

INITIAL BUSINESS: Said corporation is organized exclusively to be a nonprofit, educational, service, scientific, and technical organization devoted to the study of and promotion of interest in Astronomy and its allied sciences within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, including for such purpose the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue laws).

ARTICLE V

DURATION: The life of this corporation shall be perpetual.

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ARTICLE VI

No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payment and distributions in the furtherances of the purposes set forth in Article IV. 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 campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, (or the corresponding provisions of any future United States Internal Revenue law) or: (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, (or the corresponding provisions of any future United States Internal Revenue laws).

ARTICLE VII

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VIII

The annual meeting is to be held each May at a time and place within or without the state as determined by the Board of Directors with a thirty day written notice in the Association newsletter to the general membership.

ARTICLE IX

STATUTORY AGENT: The name and address of the initial statutory agent of the corporation is:

Tim B. Hunter, M.D.
4905 Entrada Primera
Tucson, Arizona 85718

ARTICLE X

- (1) The power to alter, amend or repeal the Constitution and Bylaws or adopt a new Constitution and Bylaws, is reserved to the members of the corporation.
- (2) The right of members to vote may be limited, enlarged, or denied to the extent provided in the Constitution and Bylaws if such provision is approved and adopted by a majority of the membership at a reasonable time prior to any specific vote.
- (3) Subject to the limitations fixed in the Arizona Revised Statutes, relative to the persons constituting the initial Board of Directors, the Constitution and Bylaws shall fix the number of directors, the manner of the election and term of office.
- (4) A director may not be removed from office except upon the establishment of misfeasance, malfeasance, or nonfeasance.

ARTICLE XI

BOARD OF DIRECTORS: There shall be no less than four (4) Directors. The names and addresses of the persons who are to serve as Directors until the first annual meeting of Directors or until their successors are elected and qualified are:

Ronald D. Ferdie
7630 E. Linden Street
Tucson, AZ 85715

Teresa K. Lappin
7222 E Brooks
Tucson, AZ 85730

Duane E. Niehaus
4080 W. Bilby Road
Tucson, AZ 85746

Paul G. Lorenz
3722 E. Milton Road, #7
Tucson, AZ 85706

Tim B. Hunter, MD
4905 Entrada Primera
Tucson, AZ 85718

David H. Levy
Rt. 7, Box 414
Tucson, AZ 85747

DATED THIS 15th DAY OF January, 19 85.

I, Tim B Hunter, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed, or resignation is submitted in accordance with the Arizona Revised Statutes.



(Signed)

Date: 1/15/85