

AZ Corp. Commission



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**AFFIDAVIT OF PUBLICATION  
for Corporation Commission**

**ARIZONA CAPITOL TIMES**

P.O. Box 2260  
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**ARIZONA PROFESSIONAL LAND  
SURVEYORS EDUCATION  
FOUNDATION**

STATE OF ARIZONA )  
County of Maricopa ) ss

I, Ginger Lamb as Vice President and Publisher of the Arizona Capitol Times, am authorized as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The Arizona Capitol Times is a newspaper which is published weekly, is of general circulation and is in compliance with Arizona Revised Statutes §§ 10-140.34 & 38-201.A & B. The notice will be/has been published 3 consecutive times in the newspaper listed above.

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THE NAME OF THE CORPORATION: ARIZONA PROFESSIONAL LAND SURVEYORS EDUCATION FOUNDATION

CORPORATE FILE NUMBER: 131878B-2

TYPE OF DOCUMENT: ARTICLES OF INCORPORATION

AUTHORIZED SIGNATURE: \_\_\_\_\_

SUBSCRIBED AND SWORN TO BEFORE ME ON THE 17th day of November, 2006

NOTARY SIGNATURE: \_\_\_\_\_



**ARTICLES OF INCORPORATION OF ARIZONA PROFESSIONAL LAND SURVEYORS EDUCATION FOUNDATION**

The undersigned, acting as incorporators of a corporation under the Arizona Nonprofit Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME** The name of the corporation is Arizona Professional Land Surveyors Education Foundation.

**ARTICLE II - DURATION** The period of its duration is perpetual.

**ARTICLE III - PURPOSE** This corporation is organized exclusively for charitable and educational purposes within the meaning of section 801(a)(2) of the Internal Revenue Code, as amended, and the transactions of any and all kind of business for which nonprofit corporations may be incorporated under the laws of the State of Arizona. The initial purpose of this corporation is to provide grants and/or scholarships and/or other forms of financial support for persons studying or training in the art and science of surveying in the State of Arizona.

**ARTICLE IV - POWERS** Provisions for the regulation of the internal affairs of the corporation are set forth in the Bylaws of the corporation. Provisions for the distribution of assets on dissolution or final liquidation, are set forth below. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, 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 furtherance of the purposes set forth in Article III. No substantial part of the activities of the corporation shall be for lobbying, or 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 provision of these articles, the corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under section 801(a)(2) of the Internal Revenue Code or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

**ARTICLE V - CORPORATE OFFICE** The address of the office of the corporation is 2948 E. Menards Dr., Phoenix, AZ 85032.

**ARTICLE VI - INCORPORATORS** The name and address of each initial incorporator is: NAME: James A. Fellows, RLS, ADDRESS: 2700 N. Roberts Drive, Flagstaff, AZ 86001; Kenneth Brenke, RLS, P.O. Box 1401, Flagstaff, AZ 86002; David Blake, RLS, 8925 N. Central Avenue, Phoenix, AZ 85028; Brian Fisher, RLS, P.O. Box 8091, Phoenix, AZ 85009; Joseph East, RLS, 8885 Arroyo Trail, Flagstaff, AZ 86004.

**ARTICLE VII - BOARD OF DIRECTORS/MEMBERS** The affairs of the corporation shall be managed by the Board of Directors, none of which can be related by blood, marriage or business relationship. The initial Board of Directors shall serve until the first meeting of the Board of Directors at which time bylaws of the corporation shall be adopted. The number, terms, and manner of election of the successor directors shall be provided in the bylaws of the corporation subject to these Articles of Incorporation. The name and address of each initial director is the same as the initial incorporators. The corporation shall have no members.

**ARTICLE VIII - STATUTORY AGENT** The statutory agent is: Gerald W. Rebourc, 10 E. Date Ave., Flagstaff, AZ 86001.

**ARTICLE IX - DISSOLUTION** In the event of the dissolution of the corporation, the Board of Directors shall cause the assets of the corporation to be distributed as follows: (a) All liabilities of the corporation shall be paid or adequate provision shall be made for payment; (b) Assets held by the corporation upon a condition which occurs by reason of the dissolution shall be re-

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lured or conveyed in accordance with such requirements; and (4) All of the remaining assets of the corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to any state or local government, for a public purpose. Any assets which are so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, recklessly for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE X - DIRECTOR LIABILITY; CONFLICT OF INTEREST** A director of this corporation will not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director. This article will not eliminate or limit the liability of a director for any conduct described in clauses (a) through (e) of Section 10-2603, et seq. Arizona Revised Statutes. If the Arizona Corporation Law is amended to authorize further elimination or limitation of the liability of a director, then the liability of a director of the corporation will be eliminated or limited to the extent extent permitted by the Arizona Corporation Law as so amended. Any repeal or modification of this article will not increase the liability of a director of the corporation arising out of acts or omissions occurring before the repeal or modification becomes effective. The Board of Directors shall adopt a conflict of interest policy regarding transactions between the corporation and Directors of the corporation, including the sale, lease or exchange of property to or from Directors and the corporation, the lending or borrowing of monies to or from Directors by the corporation or the payment of compensation, by the corporation for services provided by Directors. No member of the Board of Directors shall receive any financial benefit, salary or compensation (except reimbursement for travel expense not more than before per year) and no member of the Board of Directors shall receive any direct or indirect financial benefit through organizations with which the Foundation may do business. No relative (by blood or marriage) of any Board member shall be eligible for a scholarship or other benefit from the Foundation.

**ARTICLE XI - INDEMNIFICATION** Each member, director, officer, employee and agent of this corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such member, director, officer, employee or agent, or by reason of any actions alleged to have been taken, omitted, or neglected by him as such member, director, officer, employee and agent, and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided however that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his own willful misconduct or gross negligence. The amount paid by way of indemnification shall not exceed the actual, reasonable and necessary expenses incurred in connection with the matter involved. The indemnification and other benefits shall be governed by Section 10-2600 et seq. Arizona Revised Statutes.

DATED this 11th day of January, 2006. At James A. Pollock, RLB; At Kenneth Kramer, RLB; At David Evans, RLB; At Brian Fisher, RLB; At Joseph Guad, RLB. DATE: 10/13/06. By At Joseph Guad, Title Director.

10/17, 11/24, 12/1, 2006 editions Arizona Capitol Times

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