

ARTICLES OF INCORPORATION
Of The
ARIZONA ARCHAEOLOGICAL SOCIETY, INC.

Revised August 1, 1972
Amended May 15, 1990

KNOW ALL MEN BY THESE PRESENTS: that the undersigned, whose residences and post office addresses appear opposite their respective names have this day associated themselves for the purpose of forming a non-profit corporation under the laws of the State of Arizona and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is and shall be ARIZONA ARCHAEOLOGICAL SOCIETY

ARTICLE II

The location of its principal place of business shall be at Phoenix, Arizona, but it may establish other places of business and other offices at such other places either within or without the State of Arizona as the Board of Directors may from time to time determine.

ARTICLE III

The objects, purposes and powers of this corporation and the general nature of the business it proposes to transact are: (a) To operate exclusively for charitable, scientific or educational purposes in such manner as the Board of Directors may deem best, particularly for the purpose of studying and preserving the archaeology of the Southwestern United States; (b) To act as trustee of trust funds created for furthering the purposes of this corporation; (c) to buy, contract for, lease and in any other lawful ways acquire, take, hold and own real, personal and mixed property of all kinds and descriptions and to sell, mortgage, lease and otherwise dispose of the same for the purposes of this corporation; (d) To borrow money and to issue bonds, debentures, notes and other evidences of indebtedness and obligations from time to time, and to mortgage, pledge and otherwise charge any or all of its properties, rights, privileges and assets to secure the payment thereof for the purposes of this corporation; (e) to accept by gift, devise or bequest money, property or rights for the purposes of this corporation; (f) To establish terms and conditions of membership in the corporation; and (g) To do all and everything necessary, suitable and proper for the accomplishment of the purposes or attainment of the objects hereinabove set forth either alone or in association with other individuals, corporations or partnerships and including federal, state, county and municipal bodies and authorities and in general to do any and all things which a natural person could do or which now or hereafter may be authorized by law and in general, to do and perform such acts and things and transact such business in connection with the foregoing objects not inconsistent with law.

ARTICLE IV

Is deleted in its entirety

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ARTICLE V

THE TIME FOR THE COMMENCEMENT OF THIS CORPORATION SHALL BE THE DATE OF THE FILING OF THESE Articles of incorporation as required by law. The corporate existence of ARIZONA ARCHAEOLOGICAL SOCIETY will expire on July 9, 1990, and the corporate existence of said ARIZONA ARCHAEOLOGICAL SOCIETY is hereby renewed. The duration of the corporation shall be perpetual.

ARTICLE VI

This corporation shall be a non-profit corporation and shall have no stock, and no dividends or pecuniary profits shall be declared or paid to the members or directors thereof or to any other private individual and all profits earnings shall be used to further the purposes of this corporation as herein above set forth.

ARTICLE VII

The members, officers and directors shall not be individually liable for the corporation's debts or other liabilities and the private property of such individuals shall be exempt from any corporate debts or liabilities.

ARTICLE VIII

The government of the corporation shall be vested in a Board of Directors of not less than three (3) members. The Board of Directors shall consist of three (3) Directors from each affiliated Chapter plus the current president and Treasurer from each affiliated Chapter.

ARTICLE IX

The corporation shall hold an Annual Meeting of the Board of Directors prior to January 31, or at such other date as the meeting shall adjourn to as provided in the Bylaws, and at a place designated by the Board of Directors. The Board of Directors also has the right to change the time of the Annual Meeting by amendment to the Bylaws and there shall be no further need to change the Articles of Incorporation. A meeting of the Board of Directors shall be held within ninety (90) days of the Annual Meeting at a place designated by Board of Directors. Special meetings for the transaction of business pertaining to the corporation and for the presentation of programs of interest to members shall be called in a manner provided for in the bylaws. The attending members shall constitute a quorum.

ARTICLE X

Membership in this organization is open to all persons or institutions in sincere sympathy with the stated purpose of the corporation. Qualification for membership and membership fees shall be as provided for in the Bylaws.

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ARTICLE XI

No person shall possess any property right in or to the property or assets of the corporation. Upon the dissolution of the corporation, all assets shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XII

These Articles of incorporation may be amended by the affirmative vote of a majority of the Directors then in office at a meeting called for that purpose; provided that in no event shall Article VI hereof be altered or amended in any manner whatsoever.

ARTICLE XIII

The highest amount of indebtedness or liability, direct or contingent, to which this corporation may be subject at any one time shall be One Hundred Thousand Dollars (\$100,000.00) or such additional amount or amounts as may be authorized by three fourths (3/4) of the votes cast with respect thereto at a lawfully held meeting of the directors of the corporation and approved by the Arizona Corporation commission.

ARTICLE XIV

This corporation does hereby appoint Benjamin L. Mixon, 4224 East Hubbell, Phoenix, Arizona, 85008, who has been a bona fide resident of the State of Arizona for at least three (3) years, its lawful agent in and for the State of Arizona for and on behalf of said corporation to accept and acknowledge service of, and upon who may be served all necessary process or processes in any action, suit or proceeding that may be had or brought against said corporation in any of the courts in said State of Arizona, such service of process or notice, or the acceptance thereof, by said agent endorsed thereon, to have the same force and effect as if served upon the Chairman and Secretary of the corporation.

The foregoing appointment may be revoked at any time by filing an appointment of a successor agent.