

**Articles of Incorporation  
of  
SKP KOFA Ko-op Retreat Inc.**

1. The name of the corporation is SKP KOFA Ko-op Retreat INC. and it shall be of perpetual duration.
2. This corporation is organized for the purpose of the transaction of all lawful business for which non-profit corporations may be incorporated under Arizona law, and specifically, but not in limitation, the purpose of maintaining and operating a co-operative recreational vehicle retreat and to provide facilities and activities for enhancing the commingling, fellowship, recreational and social endeavors of its members. This shall be the continued business of the corporation and such business shall be limited to these purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code, 1954, or the corresponding provisions of any future United States Internal Revenue code.
3. No part of 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 services rendered and to make payments and distributions in the furtherance of the purposes set forth above. 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 provision 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)(7) of the Internal Revenue Code of 1954 (or the corresponding provision 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 provision of any future United States Internal Revenue law).
4. This is a non-profit, non-stock corporation; membership to be set forth in the Bylaws.
5. The statutory agent is Kirby Kongable, whose address is 217 Second Avenue, Yuma, Arizona 85364, and by signing below, consents to serve in such capacity.
6. There are four (4) initial directors, to-wit:

<u>Names</u>	<u>Addresses</u>
Bud Ball	MMCA, Inc. P.O. Box 2870 Estes park, CO 80517
Tommy Jones	Box 417 Garden City, MO 64747
Phyllis Ellswood	Box 155 Lake George, CO 80827
Ed Truesdell	2848 Bona Vista Dr. S.W. Olympia, WA 98502

Original Articles of Incorporation dated 19th day of February, 1985.

Amendment to the Articles of Incorporation dated 25th day of March, 1989.

7. The incorporators are the directors above named.
8. The members, officers and directors of the corporation shall not be individually liable for corporate debts and liabilities.
9. On dissolution, the corporation shall proceed as follows:
  - a. All liabilities and obligations of the corporation shall be discharged or adequate provisions made therefore.
  - b. All remaining assets will be distributed to the members of record at the time of dissolution provided that such distribution will not conflict with the provisions of the Arizona Nonprofit Corporation Law.
  - c. The powers to amend the Articles of Incorporation and to amend the Bylaws and/or adopt new bylaws shall be reserved to the members as outlined in the bylaws.

10. No director of the corporation shall have any personal liability to the corporation or to its members for monetary damages for breach of fiduciary duty as a director except for:
  - a. Any breach of the Director's duty of loyalty to the corporation or its members.
  - b. Act or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law.
  - c. A violation of A.R.S. S10-1026.
  - d. Any transaction from which the Director derived an improper personal benefit.
  - e. A violation of A.R.S. S10-1097.