

**By-Laws
Of
Cactus Shadows Falcons Men's Athletic Club**

Adopted – December 15, 2004

ARTICLE 1

Name

The name of the corporation shall be the Falcon Men's Athletic Club (hereinafter referred to as "club").

ARTICLE II

Purpose

The club is formed is exclusively as a non-profit and charitable organization as contemplated by Section 501 (c) (3) of the Internal Revenue Code of 1954. Any references to any provision of such code shall be deemed to mean such provision as now or hereinafter existing, amended, supplemental or superseded, as the case may be. The "Purpose" of this club shall be to promote solidarity and friendship among current Cactus Shadows High School student parents, graduates, former students and friends of Cactus Shadows High School. The primary mechanisms of the club to achieve the "Purpose" will be through capital improvement projects, man-power projects and school spirit projects that support designated athletic programs. Any project which furthers the interests of club members or the interests of Cactus Shadows High School by raising funds, holding, managing and disposing of funds to attain the objectives of the club will also be considered within the "Purpose".

ARTICLE III

Membership

Any living graduate, former student, faculty member, parent of a student or graduate, or friend of the Cactus Shadows High School may become a member of the club upon payment of annual dues. The board of directors may grant honorary memberships but the holders of such memberships shall not enjoy the right to vote or hold office in the club and shall not be liable for the payment of dues. All members are expected to attend all meetings and to participate in discussions and activities. All members will be provided a copy of the by-laws of the club.

ARTICLE IV

Meeting of Members

Quarterly Meetings. The quarterly meetings of the club shall be held on the second Wednesday of each quarter for the transaction of such business as may come before the meeting. The time and location of each quarterly meeting shall be determined by the board of directors. Notice of the date, time and location of the meetings shall be mailed electronically or physically not more than forty (40) and not less than ten (10) days before each quarterly meeting. The second quarter meeting shall have the purpose of electing the board of directors and officers and for the transaction of such other business as may come before the meeting. Notice of positions to be filled pursuant to the by-laws will accompany the routing quarterly meeting notice.

Special Meetings. Special meetings of the club may be called by the president, four of the members of the board of directors, or 25% of the general membership. Notice of the date, time, location and purpose of the meeting shall be given personally, mailed electronically or physically not less than five (5) days before the meeting. If physically mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the club, with postage thereon prepaid. If electronically mailed, the notice of the meeting shall be deemed to be delivered as evidenced by a copy of the electronic submission with affixed date/time stamp and e-mail address as it appears on the records of the club. No business shall be transacted except that for which the meeting has been called.

Quorum. One-fourth of the current members of the club shall constitute a quorum for the transaction of business.

Voting Rights. Each member present in person shall be entitled to one vote on each matter submitted to a vote of the members.

Voting Procedures. Election of the board of directors shall be by ballot but other business may be by voice vote. All voting shall be determined by a majority vote of the members present in person and voting.

Parliamentary Authority. All official business of the club shall be conducted according to the By-Laws and latest edition of Roberts Rules of Order in that order of precedence.

ARTICLE V

Board of Directors

General Powers. The affairs of the club shall be managed by the board of directors.

Number, Qualifications, Term and Vacancies. The number of seats on the board of directors shall be 9.

The four officers of the club shall automatically be directors. Each director shall serve a term of two years commencing on the first day of May following the election. Four directors shall be installed each year with the voting of new officers. The past four officers will assume the additional four director positions to fulfill their two year commitment. A director who fails to attend three consecutive board meetings without reasonable excuse may have his office declared vacant by majority vote of the board of directors after the secretary has given notice to any director who has missed two consecutive meetings. The board of directors shall have the power to fill any vacancy by resignation, removal from office or death and the term of the director so named by the board of directors shall be for the remainder of the unexpired term of the vacating director.

Regular Meetings. There shall be at least one meeting of the board of directors each year. The date, time and location of such meetings shall be determined by the board of directors. Notice of such meetings shall be given personally or mailed electronically or physically to each director at least ten days before any meeting. Any official business or amendment of these by-laws shall be stated in said notice.

Removal. Any election or appointed director may be removed with or without cause by a majority vote of the total board of directors.

Quorum. Three members of the board of directors shall constitute a quorum. All decision shall be made by a majority of the directors.

Compensation. Directors shall not receive any compensation for their stated services. There will be no salary or fee paid for a board of director position.

Transition. To facilitate orderly continuation of the club under the By-Laws herein set out, four (4) board members will be elected at the first General meeting of the club,

December 15, 2004. All positions elected at this initial meeting of the club will extend to the first day of May of the following year commencing on the second Wednesday of May following the initial meeting. Adoption of these By-Laws by the general membership will also be constituted at the initial General meeting of the club.

Board Voting Procedures. Each board member present in person shall be entitled to one vote on each matter submitted to a vote by the board. If a board member is unable to attend the Board Meeting, a proxy vote may be obtained from the absent member through e-mail. The actual e-mail will be introduced to the Board at the time of voting that should include the wording of the specific matter at hand and the response from the missing board member. This e-mail vote will constitute a legitimate vote by the missing board member for the specific matter at hand.

ARTICLE VI

Officers

Number, Title and Qualifications. The officers of the club shall be president, vice president, treasurer and secretary. Officers shall be members in good standing of the club.

President – The President shall preside at all meetings of the club and the Board of Directors in addition to supervising functions of the other offices and conducting elections.

Vice President – The Vice President shall assist the President in the discharge of his duties. In the absence of the President at a meeting of the Board of Directors or of the club, the Vice President shall perform the presidential duties and shall be designated Acting President.

Treasurer – The Treasurer shall be responsible for the financial records and the club's funds in addition to approving or disproving all requests for expenditures of funds of the club. The Treasurer shall be responsible for sending an annual report to the members.

Secretary – The Secretary shall handle all correspondence with the membership in addition to taking notes on the business of the club.

Election, Term and Vacancies. The officers shall be elected by the general membership by a plurality of the members in attendance at the second quarter meeting each year for a term of one year, commencing on the second Wednesday of May following the election or until their successors are elected. In the event of a vacancy, such vacancy shall be filled by a vote of the board of directors. Election of an officer shall not of itself create contract rights.

Removal. Any elected or appointed officer may be removed with or without cause by a majority vote of the total board of directors.

Transition. To facilitate orderly continuation of the club under the By-Laws herein set out, the first election of officers by the general membership will be elected at the first General meeting of the club. All positions elected at this initial General meeting of the club will extend to the second Wednesday of May. At that time, the movement to a board position will occur as set forth in these by-laws.

ARTICLE VII

Committees

The president shall appoint the chairman and membership of any committees which will advise the club in a manner dictated by the president. Appointments of any chairman shall be subject to the approval of the board of directors.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

Contracts. The board of directors may authorize any officer or officers, agent or agents of the club, in addition to the president who is hereby authorized to enter into any contract or execute and deliver any instrument in the name of and behalf of the club, and such authority may be general or confined to specific instances.

Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, withdrawals from savings accounts or other evidences of indebtedness issued in the name of the club shall be signed by the treasurer with the approval secured of at least one other board member prior to issuance.

Deposits. All funds of the club shall be deposited from time to time to the credit of the club in such banks, trust companies or other depositories as the board of directors may select.

Gifts. The board of directors may accept on behalf of the club any contribution, gift, bequest or devise for the general purposes or for any special purpose of the club. Guidelines for accepting contributions shall be established by the board of directors.

ARTICLE IX

Indemnification

The board of directors shall have the power to indemnify any and all of the board of directors or officers or former directors or officers or any person who may have served at its request against the expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or a director or officer of the club except in relation to matters as to which such director or officer or person shall be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. Such indemnification may, at the discretion of the board of directors, include the payment of any or part of such fines or expenses incurred by a director or officer while performing regular duties for the club.

ARTICLE X

Dissolution

Upon the dissolution of the club, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the club, distribute all of the property and assets of the club to the Cactus Shadows High School Athletic Department or a similar organization, organized and operated exclusively for the charitable purposes as contemplated by Section (c) (3) of the Internal Revenue Code, as amended. Any such assets not so disposed of shall be disposed of by the Supreme Court of Maricopa County.

ARTICLE XI

Non-Alienation of Benefits

No part of the net earning of the club shall inure to the benefit of, or be distributable to, its members, directors, officers, except that the club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article II hereof.

ARTICLE XII

Legislative or Political Activities

No substantial part of the activities of the club shall be the communication of propaganda or otherwise attempting to influence legislation and the club shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE XIII


Amendment

These By-Laws may be amended at any regular or special meeting of the general membership noticed for such purposes by a majority vote of the general membership.

IN WITNESS WHEREOF, the president and secretary of the Cactus Shadows Men's Athletic Club have caused these presents to be duly executed, all in accordance with and pursuant to due authority vested in them by the board of directors all on the 15th day of Dec 2004.

Cactus Shadows Men's Athletic Club

BY: _____
President

Attest: 
Secretary

AZ CORPORATION COMMISSION
FILED

SEP 29 2005

AZ Corp. Commission



01389251

DO NOT PUBLISH
THIS SECTION

ARTICLE 1

If you are the holder or assignee of a trademark or trademark, attach Declaration of Trademark Holder form.

ARTICLE 2

The Internal Revenue Code places certain restrictions upon the purpose of a tax exempt non profit corporation. Please refer to Federal Publication #357, available at your local IRS office, before completing this article.

ARTICLE 3

The name cannot imply that the corporation is organized for any character of affairs other than the initial business indicated in this article.

ARTICLE 4

This Article is included for the purpose of obtaining tax-exempt status with the IRS and to comply with A.R.S. §10-2326. If the corporation intends to apply for tax-exempt status, you will need to cite the specific Section of the IRS code, as amended, under which the corporation plans to organize. For further information please refer to publication #357.

ARTICLE 5

Insert applicable Section number of the IRS Code. See Article 5.

FILE NO. - 1233270-0 ARTICLES OF INCORPORATION
OF A TAX-EXEMPT

FALCONS MEN'S ATHLETIC Club, Inc.
(Arizona Non-Profit Corporation)

1. Name: The Name of the Corporation is

FALCONS MEN'S ATHLETIC Club, Inc.

2. Purpose: The purpose for which the corporation is organized is:

INDIVIDUALS WHO PROVIDE SUPPORT TO CACTUS SHADOWS SCHOOL ATHLETIC PROGRAMS

3. Character of Affairs: The character of affairs of the corporation will be:

TO PROMOTE SOLIDARITY AND FRIENDSHIP AMONG STUDENTS, PARENTS, GRADUATES AND THOSE INVOLVED WITH CACTUS SHADOWS HIGH SCHOOL

4. 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 services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2. 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)(3) 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 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws).

5. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision 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, or to such organizations organized and operated exclusively for charitable, educational, religious 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 principle 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.

AZ CORPORATION COMMISSION
FILED

OCT 27 2005

FILE NO. - 1233270-0

AZ CORPORATION COMMISSION
FILED

NOV 10 2005

FILE NO. - 1233270-0

ARTICLE 6

This provision is not mandatory. See A.R.S. §10-3302.14.

ARTICLE 7

A minimum of 1 director is required.

Name:
Address:
City, State, Zip:
Name:
Address:
City, State, Zip:

7. Board of Directors The initial board of directors shall consist of 3 director(s). The name(s) and address(es) of the person(s) who is(are) to serve as the director(s) until the first annual meeting of the members, if a member corporation, or Board of Directors, if the corporation has no members, or until his(her)(their) successor(s) is(are) elected and qualifies is(are):

<u>RAYMOND J. MANSHIP</u>	<u>KEVIN ANOLT</u>
<u>7208 E. HO ROAD</u>	<u>6025 E. SMOKEHOUSE TRAIL</u>
<u>CAREFREE, AZ 85377</u>	<u>SCOTTSDALE, AZ 85262</u>
<u>LARRY SIMMONS</u>	
<u>515 CAREFREE HWY</u>	
<u>PHOENIX, AZ 85085</u>	

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

ARTICLE 8

May be in care of the statutory agent.

8. Known Place of Business. (In Arizona) The street address of the known place of business of the Corporation is:

ARTICLE 9

The statutory agent must provide both a physical and mailing address. If statutory agent has a P.O. Box, then they must also provide a physical description of their street address/location.

9. Statutory Agent. (In Arizona) The name and address of the statutory agent of the Corporation is:

RAYMOND J. MANSHIP
7208 E. HO ROAD
CAREFREE, AZ 85377

Name:

Address:

City, State, Zip:

10. Incorporators. The name(s) and address(es) of the incorporator(s) is (are):

RAYMOND J. MANSHIP
7208 E. HO ROAD
CAREFREE, AZ 85377

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

ARTICLE 10

A minimum of 1 incorporator is required. All incorporators must sign both the Articles of Incorporation and the Certificate of Disclosure.

11. ☒ (check this box, if this provision will apply to your corporation.)

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

**DO NOT PUBLISH
THIS SECTION****ARTICLE 12**

The Articles must indicate
if the corporation will, or
will not have members.

12. **MEMBERS** (Check One)
The corporation _____ will ☒ will not have members.

EXECUTED this 23rd day of September, 2005 by all of the
incorporators.

Signed: _____

RAYMOND J. MANSHIP
(Print Name Here)

[Print Name Here]

Phone and fax numbers
are optional

PHONE 480-488-9111FAX 480-488-9777

The agent must consent to
the appointment by
executing the consent.

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of
the above-named corporation effective this 23rd day of September,
2005.

Signed: _____

RAYMOND J. MANSHIP
(Print Name Here)

The Articles must be
accompanied by a
Certificate of Disclosure,
executed within 30 days of
delivery to the
Commission, by all
incorporators.

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

FALCONS MEN'S ATHLETIC CLUB, INC.

EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
(a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
(b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
(c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes ☐ No ☒

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any other corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes ☐ No ☒

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the corporation:
(a) Was incorporated. (b) Has transacted business.
4. Dates of corporate operation.
5. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is 12/31

Under penalty of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

PRINT NAME RAYMOND J. MANSHIP

TITLE INCORPORATOR DATE 9-23-05

BY _____

PRINT NAME _____

TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CF: 0022 - Business Corporations
Rev: 04/04