

ARTICLES OF INCORPORATION  
OF SEDONA LODGING COUNCIL, INC.  
(Arizona Non-Profit Corporation)

1.     Name: The Name of the Corporation is Sedona Lodging Council, Inc.

2.     Purpose: The purpose for which the corporation is organized to engage in any or all lawful activities for which nonprofit corporations may be incorporated under the laws of Arizona, as they may be amended from time to time.

3.     Character of Affairs: The character of affairs of the corporation will be: to engage in political activities designed to protect tourism and lodging industries in the greater Sedona, Arizona area.

4.     Board of Directors. The initial board of directors shall consist of six (6) directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the members or until their successors are elected and qualifies are:

Steve Miller  
Hilton Sedona Resort & Spa  
90 Ridge Trail Drive  
Sedona, Arizona 86351

Michael Steinhart  
L'Auberge de Sedona  
301 L'Auberge Lane  
Sedona, Arizona 86336

Mark Luttk  
Radisson Poco Diablo Resort Sedona  
1752 South Highway 179  
Sedona, Arizona 86336

Robert H. Holeman  
Sedona Real Inn  
Post Office Box 4161  
Sedona, Arizona 86340

Ralph Woellmer  
Sedona's Matterhorn Lodge  
230 Apple Avenue  
Sedona, Arizona 86336

Lonnie Lillie  
[NEED ADDRESS]

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

5. Indemnifications: The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws. The Board of Directors and officers shall have all rights of indemnification to the fullest extent possible in accordance with and subject only to the provisions and limitations of ARS §§10-3851, 3852 & 3856. No officer or director of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as officer or director, to the fullest extent possible in accordance with, and subject only to the provisions and limitations of ARS 10-3851, 3852 & 3856. The incorporators, directors, officers, employees, and agents of the Corporation and their property shall be forever exempt from liability or assessment for the Corporation's debts, obligations, or engagements. No officer or director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as officer or director, to the fullest extent possible in accordance with, and subject only to the provisions and limitations of, A.R.S. §§10-3851, 3852 & 3856. For purposes of this provision, "director" shall include trustees or persons who serve on the board of the Corporation in an advisory capacity.

6. Known Place of Business. The street address of the known place of business of the Corporation is:

Sedona Lodging Council, Inc.  
c/o Elizabeth A. McFarland  
60 Bell Rock Plaza  
Sedona, Arizona 86351

7. Statutory Agent. The name and address of the statutory agent of the Corporation is:

Elizabeth A. McFarland

60 Bell Rock Plaza  
Sedona, Arizona 86351

8. Incorporators. The names and address of the incorporator is:

Robert H. Holeman  
Sedona Real Inn  
Post Office Box 4161  
Sedona, Arizona 86340

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.

9. Members. **The corporation shall have no shareholders and, pursuant to A.R.S. § 10-2311(A) the qualification for membership in the Corporation shall be set forth in the Bylaws of the Corporation. No capital stock shall be authorized or issued. The private property of the members, directors, officers and agents will be exempt from corporate debts.**

10. Amendment. These Articles of Incorporation may be amended from time to time only by a majority vote of the Board of Directors of the Corporation in accordance with the procedures set forth in the bylaws of the Corporation.

EXECUTED this \_\_\_\_\_ day of February, 2003, by all of the incorporators.  
Signed:

\_\_\_\_\_  
Robert H. Holeman

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this \_\_\_\_\_ day of February, 2003.

Signed \_\_\_\_\_  
Elizabeth A. McFarland