AZ. CORP. COMMISSION
FILED

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APPR. Esther Thomas
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DATE 3-24-88

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AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

PHOENIX MOUNTAINS PRESERVATION COUNCIL, INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned corporation, having associated ourselves together for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona, hereby adopt the following articles of incorporation as follows:

ARTICLE I

NAME AND ADDRESS

The name of this Corporation shall be Phoenix Mountains Preservation Council, Incorporated, and its principal place of business is Phoenix, Arizona and the mailing address of the Corporation shall be Post Office Box 26121, Phoenix, Arizona 85068. The Corporation may transact its activities in such other places as its Board of Directors may from time to time designate.

ARTICLE II

DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE III

PURPOSE

Said Corporation is organized exclusively for the promotion of social welfare under Section 501(c)(4) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code and Section

43-1201(6) of the Arizona Revised Statutes, or any corresponding Section of any future Arizona code. The initial mission of the Corporation shall be to support the acquisition, restoration and preservation of the Phoenix Mountains Preserve and adjoining lands and trails by means of education, planning programs, cleanup, security and information programs. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 furtherance of the purposes set forth in this article. 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.

ARTICLE IV

POWERS

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)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

STATUTORY AGENT

The name and address of the Corporation's statutory agent is Richard T. Tracy, Sr., 1801 West Dunlap, Phoenix, Arizona 85021.

ARTICLE VI

MEMBERSHIP

A. No stock or other evidence of ownership or interest shall be issued by this Corporation and no pecuniary profit shall be paid to its members.

B. The classes of membership, if any, and the authorized number and qualifications for membership, the voting and other rights and privileges of each class of membership, and the liability of each and all classes as to dues or assessments, if any, and the method of collection thereof, shall be set forth in the Bylaws of this Corporation.

ARTICLE VII

LIQUIDATION

This Corporation is organized and all of its facilities, whether now owned or hereafter acquired, shall be operated and used for the purposes set forth above and not for pecuniary profit and no part of the net earnings of this Corporation shall inure to the benefit of any member. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational or religious and/or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of a subsequent federal tax law.

ARTICLE VIII

BOARD OF DIRECTORS

A. The business and affairs of the Corporation shall be conducted by a Board of Directors composed of not less than three (3) Directors and not more than fifteen (15) Directors. The number of Directors may be increased or decreased from time to time in the manner provided in the Bylaws of the Corporation.

B. All Directors, shall be elected and qualified as provided in the Bylaws of the Corporation. Each Director shall hold office for a term of three (3) years, or such other term as may be determined, by resolution, from time to time by the Board of Directors. Any such alternate determination of term shall be made prior to the election of any director for which such determination is made and shall become effective upon the date of taking office and shall at no time have the effect of shortenihg the term of any Director then in office.

C. The annual meeting of the Directors shall be held on such date each year as shall be specified in the Bylaws. Until the first annual meeting of the Directors and until their successors are elected and qualified, the following three (3) persons who were elected at the meeting of the incorporators, held in Phoenix, Arizona, on the 7th day of December, 1987, shall constitute the Board of Directors of this Corporation:

Name	Address
Dorothy Gilbert	480 East Ocotillo Phoenix, Arizona 85012
L. V. Yates	4750 North 16th Street Phoenix, Arizona 85014
Richard T. Tracy, Sr.	1801 West Dunlap Phoenix, Arizona 85021

The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer and such other officers as the Board of Directors may appoint. The above-specified officers shall be elected annually by the Board of Directors.

The initial officers and their respective positions shall be:

Name	Office
Dorothy Gilbert	President
Dave Gironda	Vice President
Mildred Matters	Secretary
Jill Gering	Treasurer

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify any person against expenses, including, without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, if he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, in all circumstances in which, and to the extent that, such indemnification is permitted and provided for by the laws of the State of Arizona as then in effect.

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ARTICLE X

INCORPORATORS

The name and address of the incorporators are:

Name	Address
Bruce B. May	4616 East Shadow Rock Phoenix, Arizona 85028
Dave Gironda	1515 East Las Palmaritas Phoenix, Arizona 85020

DATED this 28th day of February 1988.

INCORPORATORS

NOTICE OF ACCEPTANCE OF STATUTORY AGENT

Richard T. Tracy, Sr., affirms that he has been appoined as Statutory Agent for PHOENIX MOUNTAINS PRESERVATION COUNCIL, INCORPORATED, and hereby accepts the appointment as Statutory Agent.

RICHARD T. TRACY, SR.
1801 W. Dunlap
Phoenix, Arizona 85021