

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE CENTURION FOUNDATION, INC.**

The Centurion Foundation, Inc. (the “**Corporation**”), incorporated September 30, 2013, duly existing under Arizona law and desiring to amend and restate its Articles of Incorporation, submits the following Amended and Restated Articles of Incorporation of the Corporation:

1. **Name.** The name of the Corporation is The Centurion Foundation, Inc.
2. **Purpose.** The Corporation is organized and shall be operated as a nonprofit corporation under the laws of the State of Arizona and shall be exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) (the “**Code**”). The Corporation may conduct any or all lawful affairs for which an Arizona nonprofit corporation may be incorporated except for activities not permitted to be carried on (a) by a corporation described in Section 501(c)(3) of the Code or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.
3. **Initial Business.** The Corporation shall aid in the support of charitable causes and entities located within Southern Arizona.
4. **Known Place of Business.** The street address of the known place of business of the Corporation is: 5301 East Grant Road, Tucson, Arizona 85712.
5. **Statutory Agent.** The name and address of the initial statutory agent is: Farhang & Medcoff, PLLC, Attention: Elizabeth A. Parsons, Esq., 4801 East Broadway Boulevard, Suite 311, Tucson, Arizona 85711.
6. **Board of Directors.** The Board of Directors is comprised of the directors identified below, who will serve as directors until their successors are appointed:

<u>NAME</u>	<u>ADDRESS</u>
Michael Osborne	3430 East Sunrise Drive, Suite 200 Tucson, Arizona 85718
Stan Spackeen	3430 East Sunrise Drive, Suite 200 Tucson, Arizona 85718
Kip Volpe	3430 East Sunrise Drive, Suite 200 Tucson, Arizona 85718
Johnny N. Helenbolt	3430 East Sunrise Drive, Suite 200 Tucson, Arizona 85718

A.J. Emami	3430 East Sunrise Drive, Suite 200 Tucson, Arizona 85718
William Hussey	3430 East Sunrise Drive, Suite 200 Tucson, Arizona 85718
Robert Purvis	3430 East Sunrise Drive, Suite 200 Tucson, Arizona 85718
Kevin Bedient	1228 East Prince Road Tucson, Arizona 85719
Michael Bracht	3430 East Sunrise Drive, Suite 200 Tucson, Arizona 85718
James Zarling	3430 East Sunrise Drive, Suite 200 Tucson, Arizona 85718
John Lewis	3430 East Sunrise Drive, Suite 200 Tucson, Arizona 85718
William Lloyd	3430 East Sunrise Drive, Suite 200 Tucson, Arizona 85718

The number of directors may be increased or decreased from time to time in the manner provided in the Bylaws of the Corporation.

7. Officers. The officers of the Corporations are identified below, who will serve until their successors are appointed or elected:

Michael Osborne, President

Stan Spackeen, Vice President

Kip Volpe, Treasurer

Johnny Helenbolt, Secretary

8. Initial Incorporator. The name and address of the initial incorporator is: Johnny N. Helenbolt, 3430 East Sunrise Drive, Suite 200, Tucson, Arizona 85718.

9. Limitations. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual within the meaning of Section 501(c)(3) of the Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as is otherwise provided in Section 501(h) of the Code, and the Corporation shall not participate or intervene in (including publishing or

distributing statements) any political campaign on behalf of any candidate for public office, all within the meaning of Section 501(c)(3) of the Code.

10. Dissolution. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, either dispose of all its assets exclusively for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Code, or distribute the assets to such organizations as shall then qualify as exempt organizations under Section 501(c)(3) of the Code. Any such assets not disposed of by the directors shall be disposed of by a court of competent jurisdiction of the county in which the principal place of the Corporation is then located exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Code or to organizations, as said court shall determine, that are organized and operated exclusively for such purposes.

11. Liability of Directors and Officers. To the fullest extent now or in the future permitted by law, any and all personal liability of a current or former director to the Corporation for damages, monetary or otherwise, for breach of any duty as a director, including without limitation, fiduciary duty, is eliminated. The private property of the Corporation's directors and officers shall be exempt from all corporate debts.

12. Members. The Corporation shall not have members.

13. Stock. The Corporation will have no stock of any kind.

14. Discrimination. The Corporation will not practice or permit discrimination on the basis of sex, race, national origin, religion, physical handicap or disability.

STATUTORY AGENT ACCEPTANCE

The undersigned, having been designated to act as statutory agent for service of process for THE CENTURION FOUNDATION, INC., an Arizona non-profit corporation, hereby consents to act in that capacity until it is removed or its resignation is submitted in accordance with the Arizona Revised Statutes.

FARHANG & MEDCOFF, PLLC, an Arizona professional limited liability company, in its capacity as Statutory Agent

By: _____
Elizabeth A. Parsons, Esq.