

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE CENTURIONS OF SOUTHERN ARIZONA CHARITABLE FOUNDATION**

The Centurions of Southern Arizona Charitable Foundation (the “**Corporation**”), incorporated October 22, 2014, 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 shall be The Centurions. The Centurions is a registered trade name with the Arizona Secretary of State and is owned by The Centurions of Southern Arizona Charitable Foundation.

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>
Steve Shepherd	5301 East Grant Road Tucson, Arizona 85712
Don Coleman	5301 East Grant Road Tucson, Arizona 85712
Greg Amado	5301 East Grant Road Tucson, Arizona 85712

Steve Vorholzer	5301 East Grant Road Tucson, Arizona 85712
LaMonte Hunley	5301 East Grant Road Tucson, Arizona 85712
Tom Miller	5301 East Grant Road Tucson, Arizona 85712
Leamon Crooms	5301 East Grant Road Tucson, Arizona 85712
Eric Jacobson	5301 East Grant Road Tucson, Arizona 85712
Andy Brown	5301 East Grant Road Tucson, Arizona 85712
Michael Grimes	5301 East Grant Road Tucson, Arizona 85712
Marc Kinseth	5301 East Grant Road Tucson, Arizona 85712

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 Corporation are identified below, who will serve until their successors are appointed or elected:

Steve Shepherd, President

Don Coleman, Vice President

Greg Amado, Treasurer

Steve Vorholzer, Secretary

LaMonte Hunley, Immediate Past President

8. Initial Incorporator. The name and address of the initial incorporator is: Toby Allen, 4041 North Calle Vista Ciudad, Tucson, Arizona 85750.

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 will 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 CENTURIONS, 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.