

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE NEW CENTURIONS**

The New Centurions (the “**Corporation**”), incorporated May 14, 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 is The New Centurions.
2. Purpose. The Corporation is organized and operated exclusively as a social and recreational club for its members, with benefits not generally available to the general public, and other non-profit purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law. The Corporation may engage in any lawful activities within the purposes for which a corporation may be organized under the Arizona Nonprofit Corporation Act, as it may be amended from time to time, which are in furtherance of or in support of the purposes described in this Article.
3. Initial Business. The Corporation shall be a social and recreational club for its members, with benefits not generally available to the general public.
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 or elected:

<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
Jeff Ronstadt	5301 East Grant Road Tucson, Arizona 85712

Donald Davis	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
Jay Hanson	5301 East Grant Road Tucson, Arizona 85712
Bryan Hannley	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 Corporations are identified below, who will serve until their successors are appointed or elected:

Steve Shepherd, President

Don Coleman, Vice President

Greg Amado, Treasurer

Jeff Ronstadt, Secretary

Donald Davis, Social Chair

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, or be distributable to, its members, directors, officers, or other private persons unless allowed by Section 501(c)(7) of the Code and the Act 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 herein. 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 or in opposition to any candidate for public office. Notwithstanding any other provisions of the Corporation's governing documents, the Corporation shall only operate for its membership purposes and the Corporation shall not carry

on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(7) of the Code.

10. Dissolution. Upon the dissolution of the Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board of Directors and in accordance with the following: a.) Membership Funds shall be transferred to the entity designated by the Board or distributed based on its determination; b.) The paying of, or the making of provision of the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all liabilities evidenced in all outstanding loan agreements, credit agreements, master indentures and other similar documents; c.) All assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to an exempt organization(s) under Section 501(c)(7) of the Code that shall be determined by the Board; and d.) Any other assets not so disposed of shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(7) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which 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 or officer to the Corporation for damages, monetary or otherwise, for breach of any duty as a director or officer, 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 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 NEW 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.