

**ARTICLES OF INCORPORATION**  
**OF**  
**VERDE VALLEY COMPUTER CLUB**

AZ. CORP. COMMISSION  
FILED

OCT 20 1997

APPR. M. Barnes  
TERM \_\_\_\_\_  
DATE 10-20-97  
0821925-0

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, desiring to form a Non-Profit Corporation under and pursuant to the laws of the State of Arizona, and for that purpose, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: "Verde Valley Computer Club."

ARTICLE II

The principal office of this corporation is to be located at:

470 S. Main Street, Ste. F  
Cottonwood, Arizona 86326

In the County of Yavapai, in the State of Arizona, and may transact its business and maintain offices for such purposes at such other places either within or without this State.

ARTICLE III

The specific purpose for which this corporation is organized is the transaction of any and all business for which non-profit corporations may be incorporated under the laws of this State, as then may be amended from time to time, except that said corporation is, organized exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Laws.

ARTICLE IV

The specific purpose for which this corporation is organized and intends actually to engage in this State, which shall not limit the character of the exempt activities which this corporation may ultimately conduct, are as follows:

Refurbishing of old computers to be donated to disadvantaged households and to provide computer training.

ARTICLE V

The names and addresses of the incorporators of this corporation are:

John Moore  
651 East Cypress  
Cottonwood, Arizona 86326

Glynis Blakely  
3851 Vaquero Lane  
Cottonwood, Arizona 86326

ARTICLE VI

A Board of Directors who shall number not less than two (2), or more than twelve (12) members shall conduct the business and affairs of this corporation. Said directors shall have the authority and power to increase or decrease the number of serving directors within the limits above provided. The Board of Directors may fill any vacancy which may occur on the Board of Directors pending the next annual meeting of the members, if a membership non-profit corporation; or the Board of Directors, if a non-membership or limited membership non-profit corporation. The person(s) appointed to serve on the Board of Directors may be appointed to serve as directors for any term of years, not to exceed five (5) years, which said term shall commence the date of appointment unless otherwise designated by the Board of Directors. The Bylaws shall specify the number of directors necessary to constitute a lawful quorum. The Board of Directors may by proper resolution or resolutions passed by a lawful quorum of the whole board, designate one or more committees which, to the extent provided in resolution or resolutions, or in the Bylaws, on the management of the activities and affairs of the corporation, and may have the power to authorize the Seal of the corporation to be fixed to all papers, documents or writings which may require it, and such committee or committees shall have such name or names as may be stated in the Bylaws, or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such officers of the corporation as the Bylaws may specify who shall, subject to the provisions of the Bylaws, have such titles and exercise such duties as the Bylaws provide. The Board of Directors is authorized to make, adopt, alter or repeal the Bylaws of this corporation, or any article therein, provided such authority and power is not vested and reserved to members of the corporation, if applicable. The names and addresses of the persons who are appointed to serve as directors of this corporation until the First Annual Meeting of the Board of Directors, or until their successors are elected and qualified, are:

John Moore  
651 East Cypress  
Cottonwood, Arizona 86326

Glynis Blakely  
3851 Vaquero Lane  
Cottonwood, Arizona 86326

Kelley Kishpaugh  
524 N. Ocotillo Street  
Cottonwood, Arizona 86326

#### ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 the furtherance of the purposes set forth in Article IV hereof. 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 campaigns on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE VIII

In the event of a dissolution of this corporation, any assets remaining after payment to creditors shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal Tax Code, or shall be distributed to the Federal Government for public purposes. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the County where the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IX

The private property of the directors, members (if any), officers, employees and agents of the corporation shall be forever exempt from any and all debts of every kind and nature incurred by the corporation, and as authorized by the laws of this State.

## ARTICLE X

The corporation shall indemnify every director, officer, employee and agent, or his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceedings to which he or she may be a party by reason of his or her being, or have been, a director, officer, employee or agent of the corporation, except in relation to those matters which he or she shall be adjudicated to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matter covered by the settlement as to which the indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this Article, expenses shall include amounts of judgments, penalties or fines rendered or levied against such director, officer, employee or agent, and the amounts paid in settlement by him or the directors of this corporation shall have first approved her.

## ARTICLE XI

No director of this corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not be construed as eliminating or limiting the liability of a director for one or more of the following acts, namely:

1. A breach of duty of loyalty to the corporation;
2. Any acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law;
3. The authorizing of an unlawful payment or distribution out of the corporate assets;
4. Any transaction made in the furtherance of the exempt purposes of the corporation which the director derived an improper personal benefit, or
5. Any act or acts that can be defined under the laws of this State as "Director Conflicts of Interest."

## ARTICLE XII

The annual meeting of the Board of Directors is to be held at a place either within or without this State as fixed by the Bylaws.

## ARTICLE XIII

The existence of this corporation shall be perpetual unless sooner terminated as provided for by law.



IN WITNESS WHEREOF, I hereunto set me hand and official seal.

*Helena Elder*  
Notary Public

My Commission Expires: May 5, 1999



Arizona Articles of Incorporation (Non-Profit) Amendment

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
VERDE VALLEY COMPUTER CLUB

Pursuant to the provisions of Title 10, Sections 1034 and 1035, Arizona Nonprofit Corporation Act, the undersigned corporation adopts the attached Articles of Amendment to its Articles of Incorporation:

FIRST. The name of the corporation is Verde Valley Computer Club.

SECOND. The document attached hereto as Exhibit A sets forth the amendment(s) to the Articles of Incorporation which were adopted by the Board of Directors of the Corporation on the 7<sup>th</sup> Day of April, 2011, in the manner prescribed by the Arizona Nonprofit Corporation Act.

THIRD. The resolution of the Board of Directors to amend the Articles of Incorporation was duly adopted by act of the Board of Directors on the 7<sup>th</sup> Day of April, 2011, in the manner prescribed by the Arizona Nonprofit Corporation Act.

DATED: 4-9-11, 2011

VERDE VALLEY COMPUTER CLUB

BY Jerry Miller, President

BY Barry Adico, Secretary

STATE OF ARIZONA )  
 )ss.  
COUNTY OF YAVAPAI )

The foregoing instrument was acknowledged before me this 9 day of April 2011, 2011 by Jerry Miller and Barry Adico, President and Secretary respectively, of VERDE VALLEY COMPUTER CLUB, an Arizona Corporation, on behalf of said corporation.

[Signature]  
Notary Public

My commission expires: Sep 19 2014

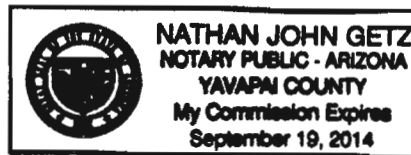


EXHIBIT A.

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
VERDE VALLEY COMPUTER CLUB

1. ARTICLE VI is amended to read as follows:

ARTICLE VI

A Board of Directors who shall number not less than two (2) members or more than **twenty-five (25)** shall conduct the business and affairs of this corporation. Said directors shall have the authority and power to increase or decrease the number of serving directors within the limits above provided. The Board of Directors may fill any vacancy which may occur on the Board of Directors pending the next annual meeting of the members, if a membership non-profit corporation; or the Board of Directors if a non-membership or limited membership non-profit corporation. The person(s) appointed to serve on the Board of Directors may be appointed to serve as directors for any term of years which said term shall commence on the date of appointment unless otherwise designated by the Board of Directors. The By-Laws shall specify the number of directors necessary to constitute a lawful quorum. The Board of Directors may by proper resolution or resolutions, or in the By-Laws passed by a lawful quorum of the whole board, designate one or more communities which, to the extent provided in resolution or resolutions, or in the By-Laws, on the management of the activities and affairs of the corporation, and may have the power to authorize the Seal of the corporation to be fixed to all papers, documents or writings which may require it, and such committee or committees shall have such name or names as may be stated in the By-Laws, or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such officers of the corporation as the By-Laws may specify who shall, subject to the provisions of the By-Laws, have such titles and exercise such duties as the By-Laws provide. The Board of Directors is authorized to make, adopt, alter or repeal the By-Laws of this corporation, or any article therein, provided such authority and power is not vested and reserved to members of the corporation, if applicable. The names and addresses of the persons who are appointed to serve as directors until the First Annual Meeting of the Board of Directors, or until their successors are elected and qualified, are:

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