

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
FOUNTAIN HILLS CULTURAL AND CIVIC ASSOCIATION
An Arizona Non-profit Corporation**

This document constitutes an Amendment and Restatement of the Articles of Incorporation of a corporation originally known as the “**Fountain Hills Community Association, Inc.**” pursuant to Articles dated November 22, 1978, filed with the Arizona Corporation Commission as document Number 119589 on December 4, 1978, subsequently amended by a document dated November 14, 1979 and filed with the Arizona Corporation Commission on December 28, 1979 and thereafter amended to change the name to “**Fountain Hills Civic Association, Inc.**” by a document filed with the Arizona Corporation Commission on February 9, 1982. This document was adopted by the Board of Directors of the Corporation on April 15, 2008 and subsequently approved by the members of the Corporation on May 13, 2008.

1. Name: Pursuant to action taken by the members of the Corporation on October 22, 2007, the name of the Corporation has been changed from “Fountain Hills Civic Association, Inc. to “**Fountain Hills Cultural and Civic Association, Inc. an Arizona Non-profit Corporation.**”

2. Purpose:

(a) The purpose for which this Corporation is organized is: to develop, promote and operate programs and activities that will preserve and enhance the Civic, Cultural, Educational, Environmental and Social qualities of the Town of Fountain Hills.

(b) To do all such things as are incidental or conducive to the attainment of the above objectives.

(c) No significant 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time. No part of the net earnings of this corporation shall inure to the benefit of any Trustee or officer of the corporation or any private individual, but the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or capital. No Trustee or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution.

3. Membership. This shall be a membership non-profit corporation, as provided by the provisions of A.R.S. §10.3610 et seq. The Board of Directors shall have the power, from time to time, to establish one or more classes of members and the qualifications for membership.

4. Board of Directors.

(a) The affairs of this Corporation shall be managed by a Board of Directors which shall consist of not less than fifteen nor more than twenty-seven Directors. Until changed, the number of Directors shall be twenty-one. The number of Directors may subsequently be changed to any number from fifteen to twenty-seven by a vote of at least two-thirds of all of the existing Directors

present at any Annual Meeting of the Directors of the Corporation or at any other meeting of the Directors provided that written notice of the proposed change in the number of Board members shall be included in the notice of such meeting. Such change shall not require ratification by the Members.

(b) Any change in the number of directors to less than fifteen or more than twenty-seven shall require a vote by the Members of the Corporation.

5. Statutory Agent: The name and address of the current statutory agent of the corporation is: Frank Jakubs, 16440 N. Aspen Drive, Fountain Hills, AZ 85268.

6. Principal Place of Business: The principal office of the Corporation shall be at such location within the Town of Fountain Hills, AZ as may be established from time to time by the Board of the Directors.

7. Incorporators: The incorporators of the Corporation and their addresses are as set forth in the original Articles of Incorporation of this Corporation.

8. Powers: This Corporation shall have and exercise all powers which nonprofit corporations are entitled to exercise pursuant to the laws of the State of Arizona and all powers which are necessary, incidental to, desirable, useful or convenient in carrying out its purposes.

9. Certain Immunities: Any person who serves as an Officer or Director or who serves on a board or council in an advisory capacity to the Corporation or the Board of Directors shall be immune from civil liability and shall not be subject to suits directly or by way of contribution for any act or omission resulting in damage or injury if such person was acting in good faith and was acting within the scope of his official capacity, unless such damage or injury was caused by the willful and wanton or grossly negligent conduct of such person.

10. Indemnification of Officers, Directors, Employees and Volunteers:

(a) Subject to the further provisions hereof, the Corporation shall indemnify any and all of its existing and former Directors and Officers as well as all employees and volunteers while operating in good faith on behalf of this Corporation against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as Director, Officer, employee or volunteer of the Corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the Corporation whether the legal action brought or threatened is brought by or in the right of the Corporation or by any other person.

(b) Whenever such individual shall report to the President of the Corporation that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as a Director, Officer, employee or volunteer of the Corporation, the Board of Directors shall, at its next regular meeting, or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

11. Amendment of Articles: These Articles of Incorporation may be amended, altered, or repealed by the vote of at least two-thirds of all of the members of the Board of Directors at any meeting of the Directors where a quorum is present in the manner provided pursuant to Arizona Revised Statutes and by subsequent ratification by the Members of the Corporation at the next Annual Meeting of Members of the Corporation or at any other special meeting of the Members provided that written notice of such proposed amendment is given at least five days prior to such special meeting.

12. Distribution upon Dissolution: In the event of dissolution of this Corporation, the assets of this Corporation shall be distributed to the Town of Fountain Hills, Arizona, to be used to support the arts and cultural programs of such Town. If the Town of Fountain Hills is not willing to accept such distribution on such condition, such assets shall be distributed to or for the benefit of such organization or organizations exempt from taxation under Section 501(a) and described in Section 501(c)(3) of the Internal Revenue Code which, in the opinion of the Board of Directors, will best accomplish the general purposes for which this Corporation was organized.

Executed this 13th day of May 13,2008.

By: **JACQUELYN J. MILES, PRESIDENT**
Jacquelyn J. Miles, President