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AUG 10 2005

**ARTICLES OF INCORPORATION OF A TAX -EXEMPT
Southern Arizona Veterans Memorial Cemetery Foundation
(Arizona Non-Profit Corporation)**

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

EIN 43-2061970

1. **Name:** The name of the Corporation is the Southern Arizona Veterans Memorial Cemetery Foundation. The place in this state where the principal office of the Corporation is located is the City of Sierra Vista of Cochise County.

2. **Purpose:** Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 510(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. **Character of Affairs:** The Character Of Affairs of the corporation will be to accept donations to the foundation and to distribute them for enhancements to the Southern Arizona Veterans Memorial Cemetery

4. 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 furtherance of the corporation. No act or person 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 provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under sections 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of the section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for 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 for such purposes.

~~6. Not applicable.~~

~~7.~~ **Board of Directors:** The initial board shall consist of four (4) directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting are as follows:

Devine, Earl M., 2317 Elmwood Ln., Sierra Vista, AZ 85635
Johnson, Claudie, 549 Howard Dr., Sierra Vista, AZ 85635
Moore, William C., 4531 Via Felipe, Sierra Vista, AZ 85635
Pimple, Leo 4864 Barranca Arbolada, Sierra Vista, AZ 85635

~~8.~~ **Known Place of Business:** The known place of business of the Corporation is: 1300 Buffalo Soldier Trail, Sierra Vista, AZ 85635

~~9.~~ **Statutory Agent:** The name and address of the statutory agent of the Corporation is Earl M. Devine, 2317 Elmwood Ln., Sierra Vista, AZ. (Telephone (520) 458-5224)