

Filing Fee: \$50.00

ID Number: \_\_\_\_\_



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

**NON-PROFIT CORPORATION**

**APPLICATION FOR CERTIFICATE OF AUTHORITY**

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Make-A-Wish Foundation of America
2. It is incorporated under the laws of Arizona
3. The date of its incorporation is May 13, 1983
4. The address of its principal office in the state or country under the laws of which it is incorporated is:  
3550 N. Central Avenue, Suite 300, Phoenix, Arizona 85012
5. The address of its proposed registered office in Rhode Island is 2800 Financial Plaza  
(Street Address, not P.O. Box)  
Providence, RI 02903 and the name of its proposed registered agent in  
(City/Town) (Zip Code)  
Rhode Island at that address is Deming E. Sherman  
(Name of Agent)
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:  
To grant the wishes of Rhode Island children with life-threatening medical conditions to enrich the human  
experience with hope, strength and joy.

2009 MAY 20 10:06 AM  
FILED

**FILED**

MAY 20 2009

By [Signature]

10:06

29-91144

7. The names and respective addresses of its directors and officers are:

|                | <u>NAME</u>            | <u>ADDRESS</u> |
|----------------|------------------------|----------------|
| Director       | <b>See Exhibit #1,</b> |                |
| Director       | <b>attached hereto</b> |                |
| Director       |                        |                |
| President      |                        |                |
| Vice President |                        |                |
| Treasurer      |                        |                |
| Secretary      |                        |                |

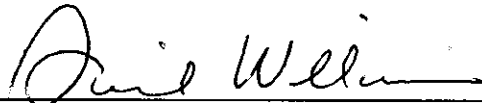
8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

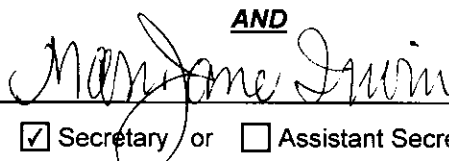
Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: May 18, 2009

**Make-A-Wish Foundation of America**

Print Exact Name of Corporation Making Application

By   
☒ President or ☐ Vice President (check one)

**AND**  
By   
☒ Secretary or ☐ Assistant Secretary (check one)

**MAKE-A-WISH FOUNDATION OF AMERICA**  
**OFFICERS AND DIRECTORS (AS OF 5-15-09)**

| <u><b>Name</b></u>   | <u><b>Address</b></u>                                | <u><b>Position</b></u>                     |
|----------------------|--|--|
| Robert J. Bigler     | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | Board Chair/Director                       |
| Suzanne Y. Allen     | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | Board Vice Chair/<br>Director              |
| Elizabeth A. Sonders | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | Treasurer/Director                         |
| David A. Williams    | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | President & CEO                            |
| MaryJane Irwin       | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | Secretary                                  |
| Philip M. Boudreau   | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | VP & Special Assistant<br>to the President |
| Kurt R. Kroemer      | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | VP & Chief Operating<br>Officer            |
| David B. Mulvihill   | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | VP & General Counsel                       |
| Kathy M. Forshey     | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | VP Marketing &<br>Corporate Alliances      |
| Elizabeth LaBorde    | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | VP Development                             |

|                   |  |          |
|-------------------|--|----------|
| Daniel L. Beem    | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | Director |
| Lawrence J. Byar  | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | Director |
| Bonnie W. Gwin    | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | Director |
| Andrea S. Hunt    | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | Director |
| Charles A. James  | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | Director |
| Robert K. Jordan  | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | Director |
| Thomas M. McAlpin | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | Director |
| Salil K. Mehta    | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | Director |
| Robert L. Paglia  | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | Director |
| Thomas M. Parrett | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | Director |
| John K. Round     | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | Director |
| Liza Wright       | 3550 N. Central Ave., Suite 300<br>Phoenix, AZ 85012 | Director |

# STATE OF ARIZONA



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Office of the  
**CORPORATION COMMISSION**

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I, Michael P. Kearns, Interim Executive Director of the Arizona Corporation Commission, do hereby certify that the attached copy of the following document:

**ARTICLES OF INCORPORATION**

consisting of 9 pages, is a true and complete copy of the original of said document on file with this office for:

**MAKE-A-WISH FOUNDATION OF AMERICA**  
**ACC file number: -0155832-6**



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date: May 11, 2009.

A handwritten signature in cursive script, appearing to read "Michael P. Kearns".

Interim Executive Director

By :

A handwritten signature in cursive script, appearing to read "Maryjane".

125025 0012

ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION

Phoenix Address: 1200 West Washington  
Phoenix, Arizona 85007

Tucson Address: 402 West Congress  
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE

A.R.S. Sections 10-128 & 10-1084

PLEASE SEE REVERSE SIDE

MAKE-A-WISH FOUNDATION OF AMERICA  
EXACT CORPORATE NAME

CHECK APPROPRIATE BOX(ES) A or B  
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

- A. ☒ No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
  2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
  3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate where such injunction, judgment, decree or permanent order:
    - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
    - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
    - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction.
- B. ☐ For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached:
1. Full name and prior name(s) used.
  2. Full birth name.
  3. Present home address.
  4. Prior addresses (for immediate preceding 7-year period).
  5. Date and location of birth.
  6. Social Security number.
  7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION

A.R.S. Sections 10-128.01 and 10-1083

- C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? YES \_\_\_\_\_ NO ☒

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
  - (a) Was incorporated.
  - (b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency involved and the file or cause number of the case.

Under penalties of law, the undersigned incorporators/Officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete

State of Arizona )  
County of Maricopa ) ss

Subscribed, sworn to and acknowledged before me this  
12th DAY of May, 19 83

BY William W. Drury, Jr. DATE 5/12/83  
TITLE Incorporator  
BY Jose E. Montilla, III DATE 5/12/83  
TITLE Director  
FISCAL DATE December 31

NOTARY PUBLIC

My Commission expires: April 24, 1987

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ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION

Phoenix Address: 1200 West Washington  
Phoenix, Arizona 85007

Tucson Address: 402 West Congress  
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE

A.R.S. Sections 10-128 & 10-1084

PLEASE SEE REVERSE SIDE

MAKE-A-WISH FOUNDATION OF AMERICA  
EXACT CORPORATE NAME

CHECK APPROPRIATE BOX(ES) A or B  
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

- A. No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
- ☒ 1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
  2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
  3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate where such injunction, judgment, decree or permanent order:
    - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
    - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
    - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction.

B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION

A.R.S. Sections 10-128.01 and 10-1083

- C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? YES \_\_\_\_\_ NO X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
  - (a) Was incorporated.
  - (b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency involved and the file or cause number of the case.

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete

State of Arizona  
County of Maricopa ss

Subscribed, sworn to and acknowledged before me this  
12th DAY of May, 19 83

Richard J. [Signature]  
NOTARY PUBLIC

My Commission expires: April 24, 1987

BY Phillip Bystrom DATE 5/12/83  
TITLE Phillip Bystrom, Incorporator/  
Director  
BY Linda Dozoretz DATE 5/12/83  
TITLE Linda Dozoretz, Incorporator/  
Director  
FISCAL DATE: December 31

ARTICLES OF INCORPORATION  
OF  
MAKE-A-WISH FOUNDATION OF AMERICA

RECEIVED ON  
MAY 11 1983

4 10 PM '83  
*Louie Green*  
5/11/83

155832-6

ARTICLE I

NAME: The name of the Corporation is MAKE-A-WISH FOUNDATION OF AMERICA. *OK 5/83*

ARTICLE II

PURPOSE: The purpose for which the Corporation is to be formed are for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and in this connection to grant last wishes to terminally ill children under the age of eighteen years, to charter other organizations throughout the United States and in other countries to grant such last wishes and to provide assistance and coordination to such organizations in the granting of such last wishes.

ARTICLE III

INITIAL CHARACTER OF AFFAIRS: The Corporation initially intends to establish a national organization to charter other organizations throughout the United States and in other countries to grant last wishes to terminally ill children under the age of eighteen years and to provide assistance and coordination to such organizations in granting such last wishes.

ARTICLE IV

EXEMPT STATUS: The Corporation is constituted so as to attract substantial support from contributions, directly or

indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of, its directors, officers or employees of the Corporation except to the extent permitted by the law governing non-profit corporations with respect to reasonable compensation for services rendered in effectuating the purposes of the corporation. 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 any candidate for public office.

#### ARTICLE V

POWERS: In furtherance of its purposes, the Corporation shall have the power to transact any and all lawful activities which non-profit corporations are authorized to engage in under the laws of the State of Arizona, as the same may be amended from time to time; provided, however, that the Corporation shall not carry on any activity not permitted to be carried on either by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Law) or by a corporation, contributions to which are

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deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

#### ARTICLE VI

LIQUIDATION: In the event of liquidation, dissolution or termination of this Corporation, for any reason, any assets and property remaining after payment of creditors and necessary expenses of such liquidation, dissolution or termination shall be distributed to any organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, as shall be selected by the Board of Directors of the Corporation, or, failing such selection, as shall be selected by the Superior Court of the State of Arizona, in and for Maricopa County.

#### ARTICLE VII

STATUTORY AGENT: The name and address of the initial statutory agent of the Corporation, who has been a resident of the State of Arizona for a period of more than three years, is:

WILLIAM W. DRURY, JR. ESQ.  
617 North 2nd Avenue  
Phoenix, Arizona 85003

#### ARTICLE VIII

##### BOARD OF DIRECTORS:

A. The affairs of the Corporation shall be conducted by a Board of Directors composed of not less than three (3) directors as determined by the Board of Directors in the manner specified in the Bylaws.

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B. The initial Board of Directors shall consist of the following individuals who shall serve as Directors until the annual election of Directors or until their successors are duly elected and qualified:

PHILLIP BYSTROM  
6639 East Jean Street  
Scottsdale, Arizona 85254

LINDA DOZORETZ  
5834 North 22nd Place  
Phoenix, Arizona 85016

WILLIAM W. DRURY, JR.  
617 North 2nd Avenue  
Phoenix, Arizona 85003

JOSE E. MONTILLA, III  
3419 West Gelding Drive  
Phoenix, Arizona 85023

E. J. PERALTA  
2019 West Vermont  
Phoenix, Arizona 85015

#### ARTICLE IX

INCORPORATORS: The incorporators of the Corporation are:-

PHILLIP BYSTROM  
6639 East Jean Street  
Scottsdale, Arizona 85254

LINDA DOZORETZ  
5834 North 22nd Place  
Phoenix, Arizona 85016

WILLIAM W. DRURY, JR.  
617 North 2nd Avenue  
Phoenix, Arizona 85003

JOSE E. MONTILLA, III  
3419 West Gelding Drive  
Phoenix, Arizona 85023

1 2 3 4 5 6 7 8 9 10 11 12

DATED this 12<sup>th</sup> day of May, 1983.

Phillip Bystrom  
Phillip Bystrom, Incorporator

Linda Dozoretz  
Linda Dozoretz, Incorporator

Jose E. Montilla, III  
Jose E. Montilla, III, Incorporator

William W. Drury, Jr.  
William W. Drury, Jr.

STATE OF ARIZONA )  
County of Maricopa ) ss.

On this, the 12<sup>th</sup> day of May, 1983 before me, the undersigned Notary Public, personally appeared Phillip Bystrom, Linda Dozoretz, Jose E. Montilla, III and William W. Drury, Jr. who acknowledged that they executed the foregoing Articles of Incorporation for the purposes therein contained.

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

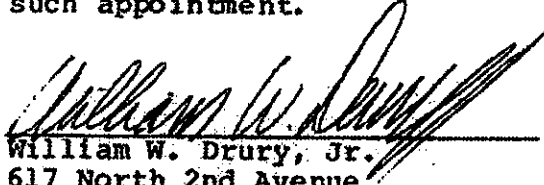
Robert L. [Signature]  
Notary Public

My Commission Expires:  
April 24, 1987

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ACCEPTANCE OF APPOINTMENT OF STATUTORY AGENT


WILLIAM W. DRURY, JR. hereby acknowledges notice of appointment as Statutory Agent for MAKE-A-WISH FOUNDATION OF AMERICA, pursuant to the Articles of Incorporation filed on even date herewith, and hereby accepts such appointment.

  
William W. Drury, Jr.  
617 North 2nd Avenue  
Phoenix, Arizona 85003

DATED: May 12, 1983.

2 5 2 5 7 7 2  
MAKE-A-WISH FOUNDATION

Attn: Linda Dozoretz  
P.O. Box 6019  
Phoenix, Arizona 85005  
TEL: 234-0400



May 12, 1983


Arizona Corporation Commission  
Incorporating Division  
P. O. Box 6019  
Phoenix, Arizona 85005

Gentlemen:

Please be advised that the Make-A-Wish Foundation, Inc. hereby authorizes the Make-A-Wish Foundation of America to use the name "Make-A-Wish Foundtion" as a part of its corporate name.

Your cooperation in this matter is most appreciated.

Sincerely,

  
Linda Dozoretz  
Executive Vice President

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# STATE OF ARIZONA



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Office of the  
**CORPORATION COMMISSION**

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I, Michael P. Kearns, Interim Executive Director of the Arizona Corporation Commission, do hereby certify that the attached copy of the following document:

**RESTATED ARTICLES**

consisting of 7 pages, is a true and complete copy of the original of said document on file with this office for:

**MAKE-A-WISH FOUNDATION OF AMERICA**  
**ACC file number: -0155832-6**



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date: May 11, 2009.

A handwritten signature in cursive script, appearing to read "Michael P. Kearns".

Interim Executive Director

By: \_\_\_\_\_

A handwritten signature in cursive script, appearing to read "Maryanne".

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RESTATED  
ARTICLES OF INCORPORATION  
OF  
MAKE-A-WISH FOUNDATION OF AMERICA

AZ. CORP COMMISSION  
FOR THE STATE OF AZ.  
FILED

JAN 23 4 45 PM '90

APPR *[Signature]*  
DATE *[Signature]* FILED  
DATE \_\_\_\_\_ TIME \_\_\_\_\_

Pursuant to, and in accordance with, the provisions of Arizona Revised Statutes Section 10-1037 and action duly taken by the board of directors of Make-A-Wish Foundation of America (the "Corporation"), the Articles of Incorporation of the Corporation are hereby restated. These Restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation, as amended, and these Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to the original Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is MAKE-A-WISH FOUNDATION OF AMERICA.

ARTICLE II

PURPOSE

The purpose for which the Corporation is to be formed are for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, and in this connection to grant wishes to children under the age of eighteen (18) years who suffer from a terminal illness or from a medical condition that is sufficiently life threatening to create a probability that the child will not survive beyond his or her eighteenth year, to charter other

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organizations to grant such wishes and to provide assistance and coordination to such organizations in the granting of such wishes.

### ARTICLE III

#### INITIAL CHARACTER OF AFFAIRS

The Corporation initially intends to establish a national organization to charter other organizations to grant wishes to children under the age of eighteen years who suffer from a terminal illness or a medical condition that is sufficiently life threatening to create a probability that the child will not survive beyond his or her eighteenth year and to provide assistance and coordination to such organizations in granting such wishes.

### ARTICLE IV

#### EXEMPT STATUS

The Corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of, its directors, officers or employees of the Corporation except to the extent permitted by the law governing non-profit corporations with respect to reasonable compensation for services rendered in effectuating the purposes of the corporation. No substantial part of the activities of the Corporation shall be the carrying

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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.

#### ARTICLE V

##### POWERS

In furtherance of its purposes, the Corporation shall have the power to transact any and all lawful activities which non-profit corporations are authorized to engage in under the laws of the State of Arizona, as the same may be amended from time to time; provided, however, that the Corporation shall not carry on any activity not permitted to be carried on either by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

#### ARTICLE VI

##### LIQUIDATION

In the event of liquidation, dissolution or termination of this Corporation, for any reason, any assets and property remaining after payment of creditors and necessary expenses of such liquidation, dissolution or termination shall be distributed to any organization exempt from taxation under Section 501(c)(3)

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of the Internal Revenue Code of 1954, as amended, as shall be selected by the Board of Directors of the Corporation, or, failing such selection, as shall be selected by the Superior Court of the State of Arizona, in and for Maricopa County.

ARTICLE VII

STATUTORY AGENT

The name and address of the initial statutory agent of the Corporation, who has been a resident of the State of Arizona for a period of more than three years, is:

WILLIAM W. DRURY, JR. ESQ.  
617 North 2nd Avenue  
Phoenix, Arizona 85003

ARTICLE VIII

BOARD OF DIRECTORS

A. The affairs of the Corporation shall be conducted by a Board of Directors composed of not less than three (3) directors as determined by the Board of Directors in the manner specified in the Bylaws.

B. The initial Board of Directors shall consist of the following individuals who shall serve as Directors until the annual election of Directors or until their successors are duly elected and qualified:

PHILLIP BYSTROM  
6639 East Jean Street  
Scottsdale, Arizona 85254

LINDA DOZORETZ  
5834 North 22nd Place  
Phoenix, Arizona 85016

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WILLIAM W. DRURY, JR.  
617 North 2nd Avenue  
Phoenix, Arizona 85003

JOSE E. MONTILLA, III  
3419 West Gelding Drive  
Phoenix, Arizona 85023

E. J. PERALTA  
2019 West Vermont  
Phoenix, Arizona 85015

C. No Director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a Director; provided, however, that this Article shall not eliminate or limit the liability of a Director for any of the following:

- (i) any breach of the Director's duty of loyalty to the Corporation or its members;
- (ii) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law;
- (iii) a violation of Arizona Revised Statutes Section 10-1026;
- (iv) any transaction from which the Director derived an improper personal benefit;
- (v) a violation of Arizona Revised Statutes Section 10-1097.

This Article shall not eliminate or limit the liability of a Director for any act or omission occurring prior to the date on which this Article becomes effective.



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

*Secretary of State*

