

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
NORTHERN ARIZONA UNIVERSITY FOUNDATION, INC.

Pursuant to the provisions of Section 10-1034, Arizona Revised Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is NORTHERN ARIZONA UNIVERSITY FOUNDATION, INC.

SECOND: The document attached hereto as Exhibit "A" sets forth the amendments to the Articles of Incorporation which were adopted by the Board of Directors of the corporation at their regularly scheduled meeting held on September 22, 1990, in the manner prescribed by law.

THIRD: The number of directors entitled to vote on the amendment was 10.

FOURTH: The corporation has no stock.

FIFTH: The number of directors voting for the amendment was 10, and the number of directors voting against the amendment was 0.

Dated: September 22 1990.

NORTHERN ARIZONA UNIVERSITY
FOUNDATION, INC.

BY: Kathleen Howe
Kathleen Howe, President

Attest:

Marion Elliott
Marion Elliott, Secretary

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NORTHERN ARIZONA UNIVERSITY
FOUNDATION, INC.

By: Kathleen Howe
Kathleen Howe, President

Attest:

Marion Elliott
Marion Elliott, Secretary

CERTIFICATE OF AMENDMENTS
of
ARTICLES OF INCORPORATION
of
NORTHERN ARIZONA UNIVERSITY FOUNDATION, INC.

NORTHERN ARIZONA UNIVERSITY FOUNDATION, INC., a nonprofit corporation organized and existing under and by virtue of the State of Arizona, does hereby certify:

1. That at the regularly scheduled and duly called quarterly meeting of the Board of Directors of Northern Arizona University Foundation, Inc. held on September 22, 1990 at Flagstaff, Arizona, at which a quorum was present and voted, resolutions were duly adopted setting forth amendments to the Articles of Incorporation of the corporation revising Article VII and adding Articles XII and XIII, as listed on Exhibit "A"; that such resolutions were duly recorded in the minute book of this corporation; that the officers named in said resolution have been duly elected and are the present incumbents of the respective offices set after their respective names; and that the signatures set opposite their names are their true and genuine signatures.

IN WITNESS WHEREOF, we have set our hands as Directors and Officers of the corporation and affix the corporate seal of the corporation on September 22, 1990.

NORTHERN ARIZONA UNIVERSITY
FOUNDATION, INC.

By: Kathleen Howe
/ Kathleen Howe, President

ATTEST;

Marion Elliott
Marion Elliott, Secretary

This instrument was acknowledged before me this 5th day of September, 1990, by **Kathleen Howe**, President of Northern Arizona University Foundation, Inc. and **Marion Elliott**, Secretary of Northern Arizona University Foundation, Inc., an Arizona nonprofit corporation, on behalf of said corporation.

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

Alma E. Vandenberg
Notary Public

My Commission Expires:

Aug. 5, 1993

EXHIBIT "A"
AMENDMENTS TO THE
ARTICLES OF INCORPORATION

of

NORTHERN ARIZONA UNIVERSITY FOUNDATION, INC.

The Articles of Incorporation are hereby amended by revising Article VII and adding Articles XII and XIII, as follows:

Article VII. Board of Directors. shall now read:

The affairs of the corporation shall be managed by the Board of Directors. The initial Board of Directors shall serve until the first meeting of the Board of Directors at which time bylaws of the corporation shall be adopted. The number, terms, and manner of election of the successor directors shall be as provided in the bylaws of the corporation subject to these Articles of Incorporation.

Article XII. Director Liability; Conflict of Interest.

A director of this corporation will not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director. This article will not eliminate or limit the liability of a director for any conduct described in clauses (a) through (e) of Section 10-1029.A.8., Arizona Revised Statutes. If the Arizona Corporation Law is amended to authorize further elimination or limitation of the liability of a director, then the liability of a director of the corporation will be eliminated or limited to the fullest extent permitted by the Arizona Corporation Law as so amended. Any repeal or modification of this article will not increase the liability of a director of the corporation arising out of acts or omissions occurring before the repeal or modification becomes effective.

The Board of Directors shall adopt a conflict of interest policy regarding transactions between the corporation and Directors of the corporation, including the sale, lease or exchange of property to or from Directors and the corporation, the lending or borrowing of monies to or from Directors by the corporation or the payment of compensation by the corporation for services provided by Directors.

Article XIII. Indemnification.

Each member, director, officer, employee and agent of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such member, director, officer, employee or agent, or by reason of any action alleged to have been taken, omitted, or neglected by him as such member, director, officer, employee and agent; and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his own wilful misconduct or gross negligence. The amount paid by way of indemnification shall not exceed the actual, reasonable, and necessary expenses incurred in connection with the matter involved. The indemnification and other benefits shall be governed by Section 10-1005.B. Arizona Revised Statutes.

ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION OF
THE NORTHERN ARIZONA UNIVERSITY FOUNDATION, INC.

*Q. 2-21-11
107-22 10:14 AM*

Pursuant to the provisions of A.R.S. 10-1034, the undersigned corporation adopts these Articles of Amendment to its Articles of Incorporation by act of the members of the corporation on March 23, 1982, in the manner described by the Arizona Nonprofit Corporation Act.

STATE OF ARIZONA
COCONINO COUNTY

The undersigned, desiring to form a non-profit corporation under the Arizona Non-Profit Corporation Act, with all of the powers of a corporation organized under said act and under the constitution and laws of Arizona, file these Articles of Incorporation and certify as follows:

ARTICLE I. NAME

The name of the corporation shall be Northern Arizona University Foundation (hereinafter called the "corporation"), Inc.

ARTICLE II. DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III. PURPOSES

The corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law). The corporation shall operate exclusively for the benefit of Northern Arizona University in Flagstaff, a public corporation, or any organization that may be established to succeed Northern Arizona University in Flagstaff.

ARTICLE IV. POWERS

Without limiting the general powers granted to the corporation by Arizona law, the corporation shall have the following specific powers:

- (a) To promote scholarships, financial aid, and carry on scientific and medical research and allied supportive activities;
- (b) To aid in the fulfillment of the research, teaching, and service functions of Northern Arizona University;

- (c) To make grants and loans of any corporate property for the purposes of furthering the scientific, charitable, or educational purposes of the corporation;
- (d) To solicit, accept, administer, and disburse gifts, grants, and bequests of property of every kind or to hold said property in trust in such manner as the corporation deems appropriate for the furthering of the purposes of the corporation;
- (e) To provide or assist in providing facilities for scientific research by which discoveries, inventions, and publications for the advancement of man and his environment may be developed and to determine the public use of such discoveries, inventions, and publications.
- (f) To make applications for and obtain patents, patent rights, and copyrights for any inventions or publications and to hold and license patents and copyrights, provided, however, that all income from such patents or copyrights shall be devoted to the scientific, charitable, and educational purposes of the corporation and none of such income shall accrue to any officer, director, or employee of the corporation except for remuneration for services or except as an inventor or author of a project.
- (g) To receive grants from government or other sources and to disburse such grants for the support of scientific, educational, and medical research;
- (h) To make distribution to Northern Arizona University or any organization organized to support Northern Arizona University that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any corresponding provision of any future United States Internal Revenue law).

ARTICLE V. USE OF EARNINGS AND LOBBYING ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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. 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 of 1954 (or the corresponding provision of any future United States Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE VI. MEMBERS

Membership in the corporation will be as permitted by the By-Laws of the corporation.

ARTICLE VII. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by the Board of Directors. The initial Board of Directors shall serve until the first meeting of the Board of Directors at which time bylaws of the corporation shall be adopted. Successor directors shall be elected by a majority vote of a quorum of the Board. The number, terms, and manner of election of the successor directors shall be as provided in the bylaws of the corporation subject to these Articles of Incorporation.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the corporation shall consist of no more than 24 individuals designated as follows: (a) no more than six ex-officio members, (b) no more than 18 public members.

ARTICLE IX. DISSOLUTION

In the event of the dissolution of the corporation, the Board of Directors shall cause the assets of the corporation to be distributed as follows:

- (a) All liabilities of the corporation shall be paid or adequate provision shall be made for payment;
- (b) Assets held by the corporation upon a condition which occurs by reason of the dissolution shall be returned or conveyed in accordance with such requirements; and
- (c) All of the remaining assets of the corporation shall be conveyed to Northern Arizona University or its successor, if said corporation or its successor shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). If said corporation or its successor shall not so qualify, the remaining assets shall be conveyed to some other organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes that are qualified as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE X. REGISTERED AGENT

The principal registered office of the corporation shall be at Room 202, Executive Building, Northern Arizona University, Flagstaff, Arizona 86011. The

registered agent of the corporation shall be A. Dean Pickett, 222 East Birch Avenue, Post Office Box 10, Flagstaff, Arizona 86002, a bona fide resident of Arizona for three years.

ARTICLE XI. INCORPORATORS AND DIRECTORS

The incorporators are those persons as stated in the original Articles of Incorporation dated June 20, 1966.

The names and addresses of the directors of the corporation are:

- Gilbert Sechrist, #202, Executive Building, NAU, Flagstaff, AZ 86011
- J. Lawrence Walkup, #202, Executive Building, NAU, Flagstaff, AZ 86011
- F. Clark Elkins, #202, Executive Building, NAU, Flagstaff, AZ 86011
- Richard Deaver, #202, Executive Building, NAU, Flagstaff, AZ 86011

IN WITNESS THEREOF, the undersigned directors have executed these Articles of Amendment to the Articles of Incorporation this 15th day of October, 1982.

Gilbert Sechrist . President

J. Lawrence Walkup . Vice President

F. Clark Elkins . Secretary

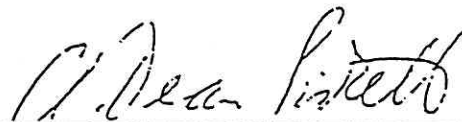
Richard R. Deaver . Treasurer

STATE OF ARIZONA
COCONINO COUNTY

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Gilbert Sechrist, J. Lawrence Walkup, F. Clark Elkins, and Richard Deaver, whose names are signed to the foregoing Articles of Amendment to the Articles of Incorporation, and who were made known to me, acknowledged before me on this day that, being informed of the contents of said Articles of Amendment to the Articles of Incorporation, they executed the same voluntarily on the day the same bears date.

Richard G. Phelps / April 16 1985
Notary Public / My Commission Expires:

I, the undersigned, A. DEAN PICKETT, 221 East
Birch Avenue, Post Office Box 10, Flagstaff, Arizona
86002, do consent to be the Statutory Agent for THE
NORTHERN ARIZONA UNIVERSITY FOUNDATION, INC.

A handwritten signature in cursive script that reads "A. Dean Pickett". The signature is written in dark ink and is positioned above a horizontal line.

A. Dean Pickett

CORPORATE RESOLUTION
OF
THE NORTHERN ARIZONA UNIVERSITY FOUNDATION INC.

A meeting of all of the directors and incorporators was held on March 23, 1982, at the corporate offices at the Executive Center, Room #202, Northern Arizona University, Flagstaff, Arizona.

At the meeting it was discussed and agreed that it is in the best interest of the corporation to amend in total the Articles of Incorporation.

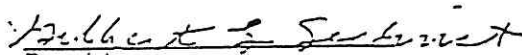
The following resolution was passed unanimously:

The Articles of Incorporation of the Northern Arizona University Foundation are amended in total and shall read as set forth in the Articles of Amendment attached hereto as Exhibit "A."

Dated this 21st day of June, 1982.


Secretary

APPROVED:


President

RECORDED & INDEXED IN
FOR THE STATE OF AZ.
FILED

NOV 4 1 45 PM '87

[Handwritten signature]

ARTICLES OF INCORPORATION
OF
THE ARIZONA STATE COLLEGE
FLAGSTAFF, FOUNDATION, INC.

WE, the undersigned, being citizens of the United States desiring to form a corporation not for pecuniary profit, pursuant to the provisions of Article 16, Title 10, Arizona Revised Statutes, do hereby certify that the following is a true statement of the title by which the corporation will be known, the particular functions and objects for which it is formed, and for such purposes adopt the following Articles of Incorporation.

ARTICLE I

The name by which the corporation shall be known shall be THE ARIZONA STATE COLLEGE FLAGSTAFF, FOUNDATION, INC., with said corporation to have its principal place of business at Flagstaff, Coconino County, Arizona.

ARTICLE II

The names of the incorporators of this corporation, all of whom reside and have their post office addresses at Flagstaff, Arizona, are:

J. LAWRENCE WALKUP

LEWIS J. MCDONALD

JOSEPH C. ROLLE

WIN R. HENSLEY

The objects of the corporation shall be:

(a) To promote the interest and general welfare of the State of Arizona.

(b) To promote the cause of education.

(c) To promote the objectives of the Arizona State College, Flagstaff, Arizona, through the establishment and maintenance of contact between the College, its graduates, and its students, present, former, prospective and otherwise.

(d) To promote effective interest in and loyalty to the said College on the part of its alumni and the public in general, by promoting the general welfare and the best interests of the said College.

(e) To foster and encourage good scholarship and to offer awards and appropriate means of recognition for excellence in scholarship, in athletic, dramatic, literary, and all forms of educational endeavors, and awards to students, alumni, faculty and friends of the College for endeavors of various kinds contributing to the welfare of the Arizona State College.

(f) To acquire in any manner, hold in any manner, and dispose of in any manner, any and all kinds of real and personal property or interest therein.

(g) To receive grants or donations or gifts of property of any kind or character to be disbursed or managed according to the objectives and stipulations of the donors.

(h) In general, to carry on any business in connection with and incidental thereto, not forbidden by the laws of the State of Arizona and with all the powers conferred upon corporations by the laws of the State of Arizona.

This corporation shall be nonprofit, non-commercial, non-sectarian

and non-partisan. No commercial enterprise, outside of the corporation and no candidates shall be endorsed by it. The name of the corporation or its officers in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any other purpose than the regular work of the corporation.

(i) To receive grants, or gifts of property, of any kind or character, for the express purpose of making said property, or the proceeds or earnings therefrom, available to such students of the Arizona State College, Flagstaff, Arizona, as may be by the corporation deemed to be worthy of assistance in the furtherance of the educational progress of such person, providing that no grant for scholarship shall ever be made to any person who is not at the time of the grant being made a regular or prospective enrollee of the said Arizona State College.

(j) None of the trustees or members of the corporation shall in any respect participate in receiving any of the funds or properties of the corporation, and no member or trustee shall receive a salary or other compensation for his services to the corporation in his capacity as Trustee or member. None of the profits or property of the corporation shall inure to the benefit of any member, officer or trustee.

ARTICLE IV

The private property of the members of this corporation shall not be subject to the payment of corporation debts to any extent whatsoever, except as provided by law.

ARTICLE V

This corporation is not organized for the purpose of pecuniary profit to any of its members and there shall be no capital stock issued by this corporation. The membership of the corporation shall be as determined by the by-laws.

ARTICLE VI

This corporation is formed to endure for a period of twenty-five (25) years from and after the time when its articles are executed, but its corporate rights may be renewed from time to time for periods not exceeding twenty-five years each, in the manner prescribed by law.

ARTICLE VII

That on the 2nd day of January, 1959, at the hour of 1:00 o'clock P.M., a duly called meeting of the proposed members of the proposed corporation was held in the offices of Mangum and Christensen, Attorneys at Law, Flagstaff, Arizona, and at said meeting it was regularly decided to incorporate in accordance with these Articles of Incorporation, and the following named persons were authorized and instructed to effect such corporation:

J. LAWRENCE WALKUP

LEWIS J. MCDONALD

JOSEPH C. ROLLE

WIN R. HENSLEY

ARTICLE VIII

The affairs of this corporation shall be conducted by a Board of Trustees consisting of not less than three nor more than twenty-five persons as provided in the by-laws.

ARTICLE IX

The number and qualifications of the trustees of the corporation shall be as set forth in the by-laws. The first Board of Trustees, with terms expiring December 31, 1959, shall be:

J. LAWRENCE WALKUP

LEWIS J. McDONALD

JOSEPH C. ROLLE

WIN R. HENSLEY

The Trustees shall be elected for two-year terms, in accordance with the rules and regulations which may be adopted by the Board of Trustees within the framework of the by-laws. The Trustees to be elected to serve commencing January 1, 1960, shall be elected for terms of one and two years so that thereafter an entire Board of Trustees will not be elected every year, but will have overlapping terms.

ARTICLE X

The rules of the membership in the corporation and the rights, obligations and privileges of members shall be as set forth in the by-laws. The Trustees or a majority of the members of the corporation voting at an official meeting called for that purpose, are further authorized to make, alter, amend and repeal any by-laws. Memberships in the corporation shall have no intrinsic value.

ARTICLE XI

This corporation does hereby appoint Neil V. Christensen of Flagstaff, Arizona, who has been a bona fide resident of Arizona for

at least three years, its lawful agent in and for the State of Arizona, for and on behalf of the corporation to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against said corporation in any of the courts of said State of Arizona; such service of process or notice, or the acceptance thereof by said agent, endorsed thereon, to have the same force and effect as if served upon the president and secretary of said corporation. The foregoing appointment may be revoked at any time by the appointment of a successor agent and the filing of such appointment as required by law.

ARTICLE XII

These articles of incorporation may be amended from time to time by a three-fourths vote of the Board of Trustees or by a majority of the members of the corporation present at any regular or special meeting, provided that notice of such proposed amendment to these Articles of Incorporation be given not less than thirty days, nor more than ninety days prior to such scheduled meeting and notice of such proposed amendment be published as required by law. In the event that the Articles of Incorporation are so amended from time to time by either of the methods provided above, then such amendment shall become effective only upon the compliance by this corporation with the then prevailing statutory requirements for publication, filing and recording as then may be in effect and applicable to such amendments.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto
affixed their signatures on this 26 day of March, 1959.

/s/ J. Lawrence Walkup
J. Lawrence Walkup

/s/ Lewis J. McDonald
Lewis J. McDonald

/s/ Joseph C. Rolle
Joseph C. Rolle

/s/ Win R. Hensley
Win R. Hensley

STATE OF ARIZONA
County of Coconino

)
) ss.
)

On this, the 26 day of March, 1959, before me, the undersigned
officer personally appeared J. LAWRENCE WALKUP, LEWIS J. McDONALD,
JOSEPH C. ROLLE, and WIN. R. HENSLEY, known to me to be the persons
whose names are subscribed to the foregoing instrument, and
acknowledged that they executed the same for the purpose therein
contained.

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

Nathene B. Wiley
Notary Public

SEAL

My commission Expires: 8-21-60

INDEXED No. 2203 Photostated RECORDED AT REQUEST OF Mangum &
Christensen April 6th A. D. 1959 at 3:45 o'clock P. M. In Book 135
Pages 45-458 of "Official Records" of Coconino County, Arizona.

Edna Mae Thornton
County Recorder

By Barbara Drake
Deputy

52672

ARIZONA CORPORATION
COMMISSION
INCORPORATING DIVISION

FILED

March 27, 1959

At 11:30 A.M. at the request of Mangum and Christensen, 18 North
Birch, Flagstaff, Arizona.

By Beverly Entrekin

FRANCIS J. BYRNES,

SECRETARY

Pub: April 29, 30, May 1, 2, 4 & 5, 1959.

