

# ARTICLES OF INCORPORATION

OF

## CORONADO RESOURCE CONSERVATION & DEVELOPMENT AREA, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves together for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona and for that purpose do hereby adopt Articles of Incorporation.

### ARTICLE I

The name of the corporation shall be Coronado Resource Conservation & Development Area, Inc. The corporation shall operate within the counties of Cochise, Graham, Greenlee and Santa Cruz, State of Arizona, unless otherwise authorized according to the bylaws of the corporation. The principal place of business shall be 245 S. Curtis, Willcox, Arizona 85643.

### ARTICLE II

The names and addresses of the incorporators and initial board of directors are:

Ernest Garcia	P.O. Box 272, Safford Arizona 85546	- President
Nimon Hopkins	Box 151, Douglas, Arizona 85607	- Vice-President
Terry McGriff	500 Gonzales Blvd., Huachuca City Arizona 85616	Secretary - Treasurer

### ARTICLE III

- (1) The purpose for which this corporation is organized is the transaction of any or all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time. Such purposes may include seeking and receiving grants, endowments, loans, and other monies from national and international sources which may be outside the State of Arizona.
- (2) The objectives and initial business of this corporation include: (1) The development, improvement, and conservation of natural resources in the geographic area served by the corporation; (2) expanding economic opportunities and increasing income for residents of the area's rural communities; and
- (3) providing leadership to utilize federal, state and local programs.

ARTICLE IV

Said corporation is organized to carry out charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, including for such purpose the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Laws).

ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 purposes set forth in Article IV. 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 Internal 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 provisions of any future United States Internal Revenue Laws).

ARTICLE VI

Upon the dissolution of the corporation, the members shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify 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 Laws) as the members shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VII

To the fullest extent allowed by law, the incorporators, officer, director, employee, agent of or advisor to the corporation, shall be exempt from any liabilities of the corporation or any liabilities arising from services performed on behalf of the corporation. This exemption shall include any liability for monetary damages as a director or member of the corporation for breach of his/her fiduciary duty.

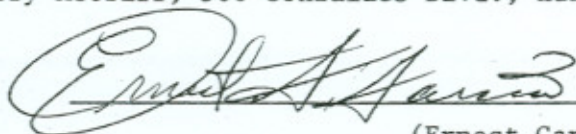
ARTICLE VIII

The annual meeting is to held at a place within or without the state as fixed by the bylaws.

ARTICLE IX

The name and address of the initial statutory agent of the corporation is:

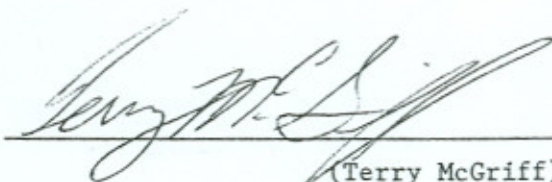
Terry McGriff, 500 Gonzalaes Blvd., Huachuca City, Arizona 85616



(Ernest Garcia)



(Nimon Hopkins)



(Terry McGriff)

DATED THIS 7<sup>th</sup> DAY OF June, 1989

I, Terry McGriff, having been designated as Statutory Agent, hereby consent to act in that capacity until removed, or resignation is submitted in accordance with the Arizona Revised Statutes.

Date: 6/7/89

  
(Signature)