

ARTICLES OF INCORPORATION
OF
ARIZONA SCHOOL PERSONNEL ADMINISTRATORS ASSOCIATION

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the state of Arizona, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is Arizona School Personnel Administrators Association ("Corporation").

ARTICLE II

Known Place of Business

The known place of business of the Corporation is 20402 N. 15th Avenue, Phoenix, Arizona 85027. The mailing address of the Corporation is P.O. Box 8016, Glendale, Arizona 85312.

Purposes and Powers

A. General Purposes. The Corporation is organized as an association of people having a common business interest and its purpose is to promote the common business interest of such people within the meaning of Section 501(c)(6) of the Code and is intended to be an organization that is exempt from federal income tax under Section 501(c)(6) of the Code. In pursuing and solely for such purposes the Corporation may do and perform such acts as may be necessary or appropriate in carrying out the foregoing purposes of the Corporation and may exercise any of the powers granted to nonprofit corporations by the laws of the State of Arizona consistent with the Corporation's status as an organization exempt from federal income tax under Section 501(c)(6) of the Code.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Code.

The Corporation is not organized and shall not be operated for pecuniary gain or profits. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or any other private individual; provided, however, 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 herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation without fully evaluating the potential tax consequences under the Code, and

the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

B. Special Purposes. The special purposes of the Corporation is to promote and advance public education in the State of Arizona through the cooperative efforts of public school administrators within Arizona who have a primary professional responsibility administering human resources management programs involving school employees.

The Board of Directors may engage in various fundraising activities to support these purposes. The Board of Directors of the Corporation may adopt from time-to-time, by a vote of a Super Majority, additional specific programs and activities, provided they further and are consistent with the general purposes of the Corporation set forth in Section A of this Article III.

C. Restrictions. The powers of the Corporation shall be specifically restricted so that the Corporation shall be prohibited from:

1. Engaging in any act of self-dealing as that term is defined in Section 4941 of the Code;
2. Retaining any excess business holdings as that term is defined in Section 4943 of the Code;
3. Making any investment in any manner which would subject the Corporation to tax under the Code; and
4. Retaining its income for each taxable year at such time and in such manner as to become subject to any tax on undistributed income that may be imposed by the Code on a 501(c) organization.

Notwithstanding the restrictions imposed in this Section C of Article III, if Section 508(e) of the Code is amended to remove the requirement that any or all of the restrictions contained herein be included in the governing instrument of the Corporation, then such of the foregoing restrictions as are no longer required to be so included shall be deemed deleted and shall have no further force or effect.

D. No Discrimination. In exercising or fulfilling its educational functions, the Corporation shall not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

E. References to Code. All references in these Articles of Incorporation to the "Code" are to the Internal Revenue Code of 1986, as amended, and shall be deemed also to refer to the corresponding provision or provisions of any subsequent federal tax laws substituted therefor.

ARTICLE III

Initial Business

The character of the business that the Corporation initially intends to conduct in Arizona is to promote and advance public education in the State of Arizona through the cooperative efforts of public school administrators within Arizona who have a primary professional responsibility administering human resources management programs involving school employees.

ARTICLE IV

Statutory Agent

The name and address of the initial statutory agent of the Corporation is Shaun Holmes who is a resident of the state of Arizona and whose address is 63 E. Main Street, Mesa, Arizona 85201.

ARTICLE V

Membership and Capital Stock

- A. Members. The Corporation shall be a membership organization and shall have members.
- B. No Stock. The Corporation shall have no capital stock.

ARTICLE VI

Board of Directors

- A. Affairs. The affairs of the Corporation shall be conducted by a Board of Directors and such officers as the Board of Directors may from time to time elect or appoint.
- B. Directors. The number of directors shall not be fewer than five and not more than fifteen and their terms and qualifications and the procedure for the appointment shall be fixed by the Corporation's Bylaws. The number of directors constituting the initial Board of Directors of the Corporation is eleven (11). The names and addresses of the persons who shall serve as initial directors until their successors are elected and shall qualify are:

Jason Hammond
1817 N. 7th Street
Phoenix, AZ 85006

Susan Lugo
2702 E. Flower Street
Phoenix, AZ 85016

Shaun Holmes
63 E. Main Street
Mesa, AZ 85201

Scott Downs
350 W. Sahuarita Road
Sahuarita, AZ 85629

Laura Elizondo
295 W. Western Avenue
Avondale, AZ 85323

Beth Strickler
1410 N. 3rd Street
Phoenix, AZ 85004

Patti Tussey
3802 N. 91st Avenue
Phoenix, AZ 85037

Justin Wing
4650 W. Sweetwater
Glendale, AZ 85304

Kristi Bushnell
20402 N. 15th Avenue
Phoenix, AZ 85027

Becky Wilson
1 N. Willard Street
Cottonwood, AZ 86326

Deby Valadez
5220 W. Indian School Road
Phoenix, AZ 85031

Directors shall be elected to the Board of Directors pursuant to the procedure set forth in the Corporation's Bylaws. The number and term of the directors and the qualifications for and rights of the directors shall be as set forth in the Corporation's Bylaws.

C. Super Majority. A Super Majority shall mean a vote of the Board of Directors consisting of at least three-fourths (3/4ths) of the duly elected and acting directors serving at the time the vote is taken.

ARTICLE VII

Indemnification and Liability

A. Indemnification. The Corporation shall indemnify, to the fullest extent permitted by law, each director and officer of the Corporation against all liability, as such term is defined in Arizona Revised Statutes Section 10-3850 or any corresponding provision of any subsequent Arizona law substituted therefor, to any person for any action taken, or any failure to take any action, as a director or an officer, but only if all of the following conditions exist:

1. The individual's conduct was in good faith;
2. The individual reasonably believed (a) in the case of conduct in an official association with the Corporation, the conduct was in the best interests of

the Corporation, or (b) in all other cases, the conduct was not opposed to the best interests of the Corporation; and

3. In the case of criminal proceedings, the individual had no reasonable cause to believe the conduct was unlawful.

Indemnification under this section shall be mandatory in all circumstances in which such indemnification is permitted by law.

B. Limitation of Liability. A director of the Corporation shall not be liable to the Corporation for money damages, to the fullest extent permitted by law, for any action taken or any failure to take any action as a director, except liability for any of the following:

1. The amount of a financial benefit received by a director to which the director is not entitled;

2. An intentional infliction of harm on the Corporation;

3. A violation of Arizona Revised Statutes Section 10-3833 regarding unlawful distribution, or any corresponding provision of any subsequent Arizona law substituted therefor; and

4. Any intentional violation of criminal law.

C. Continued Indemnification. Any repeal or amendment of the Articles of Incorporation shall not adversely affect any right or protection of a director, officer or other persona described above which exists pursuant to these Articles of Incorporation at the time of such repeal or amendment.

ARTICLE VIII

Dissolution of Corporation

The affirmative vote of a Super Majority of the Board of Directors shall be required to adopt, approve or undertake any of the following actions:

A. Liquidate or dissolve the Corporation;

B. Sell, exchange or otherwise transfer all or substantially all of the Corporation's assets;

C. Be a party to any merger, consolidation or other reorganization, whether the Corporation is the surviving or disappearing entity, or any spin-off, split-off or split-up; or

D. Amend, in whole or in part, add to, delete from, repeal or replace these Articles of Incorporation, subject to any voting rights of the members stated in the Bylaws of the Corporation.

The dissolution of the Corporation shall be accomplished consistent with the intent that its assets shall be held and used for the Corporation's general purposes, and said termination shall not be effected so as to cause any tax to be imposed under Section 507(a) of the Code. Subject to the foregoing sentence, in the event of dissolution of the Corporation for any reason, the Board of Directors shall, after payment or provision for payment of all liabilities, distribute and dispose of the property to an organization exempt from federal income tax under Section 501(c) of the Code whose general purpose is similar to, related to, or consistent with the Organization's general purposes.

ARTICLE IX

Incorporators

The names and addresses of the incorporators are:

Jason Hammond
1817 N. 7th Street
Phoenix, AZ 85006

Kristi Bushnell
20402 N. 15th Avenue
Phoenix, AZ 85027

All powers, duties and responsibilities of the incorporators, acting in their capacity as the incorporators, shall cease at the time of the filing of the original Articles of Incorporation by the Arizona Corporation Commission.

In witness whereof, the undersigned have executed these Articles of Incorporation this _____ day of _____, 20____.

Jason Hammond

Kristi Bushnell