

ARTICLES OF INCORPORATION
OF
FOUNDATION FOR MESA PARKS AND RECREATION

The undersigned, acting as the incorporators of a nonprofit corporation under applicable provisions of Arizona Revised Statutes, adopt the following Articles of Incorporation for such nonprofit corporation:

ARTICLE I
Name

The name of the Corporation is FOUNDATION FOR MESA PARKS AND RECREATION.

ARTICLE II
Purpose

This Corporation is organized and to be operated as a nonprofit corporation exclusively for charitable, scientific, literary, educational, or humane purposes under Chapter 5 of Title 10 of the Arizona Revised Statutes (or the corresponding provisions of any future Arizona law), and as a tax-exempt organization under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States revenue law) and Section 43-1201.4 of the Arizona Revised Statutes (or the corresponding provisions of any future Arizona law).

ARTICLE III
Character of Business and Affairs

The character of business and affairs, which the Corporation initially intends to conduct, is:

A. To exercise board powers of a charitable, educational, literary or scientific nature to further the development, growth and excellence of the Parks and Recreation of the City of Mesa, Arizona (the "City") and the organizations with which it works in providing quality parks and recreation services, art exhibits, programs, etc., and to have the power and authority to engage in any and all lawful activities that may be reasonably necessary for the accomplishment of any of the Corporation's purposes, and to do such things now or hereafter permitted or authorized by the laws of the State of Arizona which are now or may hereafter be within the purposes of an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 as now enforced, or as it may hereafter be amended or supplemented.

B. To help develop, promote and maintain excellence in the planning and implementation of the programs, services, and facilities of the City of Mesa Parks and Recreation Division especially when such assistance and support might not otherwise be possible through City operating budgets or when providing services to individuals or groups who may find City programs and services inaccessible.

C. To encourage and stimulate public understanding, use and support of City facilities, services and activities, and to develop broad constituent commitment to and citizen involvement in the City's opportunities for such supporting activities as volunteerism, memberships, fund raising, advisory functions and other forms of citizen involvement.

D. To actively seek, solicit, receive, hold and maintain a fund or funds and real or personal property or both, and, subject to the limitations herein set forth, to use and apply the whole or any part of the principal thereof and income therefrom exclusively for the purposes of this Corporation as herein stated.

E. Do and perform such acts as may be necessary or appropriate in carrying out the foregoing purposes of the Corporation.

ARTICLE IV
Time of Commencement and Period of Duration

The time of commencement of this Corporation shall be the date these Articles of Incorporation are filed with the Arizona Corporation Commission. This Corporation shall continue in perpetual duration.

ARTICLE V
Members

This Corporation shall have members. The qualifications, voting and other rights of such members and the manner of their election or appointment shall be as set forth in the Bylaws. Such members may be composed of one or more classes with such difference in qualifications, voting rights and manner of election or appointment as shall be set forth in the Bylaws.

ARTICLE VI
Prohibited Activities

A. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private individuals, or organizations organized and operated for a profit, 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 its exempt purposes.

B. 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 be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code of 1986. The Corporation shall not participate or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law) and from state income tax under Section 43-1201.4 of the Arizona Revised Statutes (or the corresponding provisions of any future Arizona law), and/or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law).

ARTICLE VII
Dissolution and Liquidation

In the event of the dissolution or liquidation of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future Federal tax code) or to a state or local government, for a public purpose, or distribute all assets of the Corporation to one or more corporations, funds, or organizations created or organized in the United States of America or under the laws of the United States of America, any state, or the District of Columbia, and conducted solely and exclusively for charitable, scientific, literary, educational or humane purposes, no part of the net earnings of which shall inure to the benefit of any private shareholder, member, director, trustee, officer, or individual of that entity and no

substantial part of the activities of which is the carrying on of propaganda or attempting to influence legislation or political campaigns and as shall at the time qualify as a tax-exempt organization under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States revenue law) and Section 43-1201.4 of the Arizona Revised Statutes (or the corresponding provisions of any future Arizona law), and contributions to which are deductible under Sections 170(c)(2), 2055(a), and 2522(a) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States revenue law), as the Board of Directors shall determine.

ARTICLE VIII
Board of Directors

The number of directors constituting the initial Board of Directors of the Corporation is not less than three (3) nor more than twenty-one (21). The names and addresses of the persons who are to serve as the directors until the earlier of the first annual meeting or until their successors be elected and qualified are on record at and maintained by the President of this Corporation.

ARTICLE IX
Liability and Indemnification

The personal liability of any director of the Corporation to the Corporation or to other persons for monetary damages for breach of fiduciary duties as a director is hereby eliminated to the fullest extent allowed under the Arizona Revised Statutes, as amended from time to time. The Corporation shall indemnify, to the maximum extent from time to time permitted by applicable law, any person who incurs liability or expense by reason of such person acting as an incorporator, director, officer, employee, or agent of the Corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE X
Statutory Agent

The name of the initial statutory agent of the Corporation is USBA&L, INC., an Arizona corporation, and its address is 30 West First Street, Mesa, Arizona 85201.

The address of the initial known place of business of the Corporation is P.O. Box 4121, Mesa, Arizona 85211.

Note: Article of Amendment for name change to current was filed with the State of Arizona on November 19, 2001.