

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

The Executive Director of the Arizona Corporation Commission does hereby certify that the attached copy of the following document:

ARTICLES OF INCORPORATION

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

ARIZONA GMRS REPEATER CLUB, INC.
ACC file number: -2079658-0

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date:
March 30, 2016.



Jodi A. Jerich

Jodi A. Jerich, Executive Director
By: *Yvonne McFarlin*

Yvonne McFarlin

ARIZONA CORP COMMISSION
FILED

MAR 28 2016

FILE NO. 2074658-0

AZ Corp. Commission



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**ARTICLES OF INCORPORATION
OF**

ARIZONA GMRS REPEATER CLUB, INC.

We, the undersigned incorporators, desiring to form a not for profit corporation under the laws of the State of Arizona, do hereby adopt the following Articles of Incorporation:

ARTICLE I — NAME

The name of the corporation shall be Arizona GMRS Repeater Club, Inc. (hereinafter, the "Corporation").

ARTICLE II — PURPOSE

The Corporation is organized and shall be operated exclusively for charitable and educational purposes. For such purposes, the Corporation shall support the General Mobile Radio Service ("GMRS"), increase knowledge and education of GMRS radio systems, operate repeater systems, assist the public in times of emergency, and, without limitation, the Corporation shall also have all of the powers afforded to it by the provisions of the Arizona Nonprofit Corporation Act, as amended, and all acts amendatory or supplementary thereof.

ARTICLE III — NATURE OF AFFAIRS

The Corporation is organized and shall be operated exclusively for charitable and educational; and other similar non-profitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code"). The Corporation may receive and disburse funds or other property incident to or necessary for the accomplishment of the aforesaid purposes and do any and all acts incidental to the transaction of the business of the corporation or expedient for the attainment of the purposes stated herein. The Corporation is organized and shall be operated exclusively to carry out such purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereinafter in effect. The Corporation shall have and exercise such other powers, and as are consistent with the foregoing purposes, and as are afforded to this corporation under the Arizona Nonprofit Corporation Act and as from time to time amended.

The Corporation does not afford pecuniary gain incidentally or otherwise to its members. No part of the net earnings, gain or assets of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors, or other private persons 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 the purposes as hereinabove stated.

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 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 IV — KNOWN PLACE OF BUSINESS

The know place of business of the Corporation shall initially be as follows: 8050 N. 19th Ave #263, Phoenix, AZ 85021.

ARTICLE V — MEMBERSHIP

The Corporation will have members. The eligibility, rights, obligations, and classes of the members will be determined by the Corporate Bylaws.

ARTICLE VI — INCORPORATORS

The powers, duties, and responsibilities of the incorporators shall cease at the time of the filing of these Articles of Incorporation with the Arizona Corporation Commission. The name and address of the incorporators are:

Aaron Billinger, 8050 N. 19th Ave #263, Phoenix, AZ 85021;
Christopher Guth, 8050 N. 19th Ave #263, Phoenix, AZ 85021;
Gary E. Hefley, 8050 N. 19th Ave #263, Phoenix, AZ 85021;
Frank Howsman, 8050 N. 19th Ave #263, Phoenix, AZ 85021;
Angel V. Munoz, Jr., 8050 N. 19th Ave #263, Phoenix, AZ 85021.

ARTICLE VII — BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors, who shall be elected at the annual meeting of the members in the manner specified in the Bylaws of the Corporation. The Directors qualifications and number shall be determined as set forth in the Bylaws. The following five persons shall comprise the initial Board of Directors, who shall serve until their successors are elected, on or before December 31st, 2016:

Aaron Billinger, 8050 N. 19th Ave #263, Phoenix, AZ 85021;
Frank Howsmon, 8050 N. 19th Ave #263, Phoenix, AZ 85021;
P.J. Hunt, 8050 N. 19th Ave #263, Phoenix, AZ 85021;
Tim Mrva, 8050 N. 19th Ave #263, Phoenix, AZ 85021;
Angel V. Munoz, Jr., 8050 N. 19th Ave #263, Phoenix, AZ 85021.

ARTICLE VIII — COMMENCEMENT AND DURATION

The time for commencement of this Corporation shall be the day these Articles are filed and recorded in accordance with the laws of the State of Arizona. The duration of the Corporation shall be perpetual.

ARTICLE IX — INDEMNIFICATION

The Corporation shall indemnify and hold harmless its members, agents, officers and directors, together with their heirs and personal representatives, from and against any and all judgements, claims, losses, damages, liabilities, costs and expenses of any nature whatsoever, including reasonable legal fees, incurred as a result of serving or having served in such positions, to the fullest extent allowed by Arizona law.

ARTICLE X — BYLAWS

The initial Bylaws of the Corporation may be adopted by the Board of Directors, herein designated. The Bylaws and any amendments thereto shall be valid only if consistent with these Articles of Incorporation.

ARTICLE XI — LIABILITY

Neither the members, nor the directors, officers, employees, representatives or agents of the Corporation, past or present, shall be personally liable for the payment of any debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members or of any of the directors, officers, employees, or agents be subject to the payment of the debts or obligations of the Corporation to any extent.

ARTICLE XII — STATUTORY AGENT

Gary E. Hefley, whose address is 8050 N. 19th Ave #263, Phoenix, AZ 85021 is hereby appointed the initial Statutory Agent of the Corporation. The Board of Directors of this Corporation may revoke this appointment of agent at any time and shall have the power to fill any vacancy in such position.

ARTICLE XIII — DISSOLUTION

The Corporation may be dissolved, merged or consolidated in accordance with the laws of the State of Arizona. The property of this Corporation is irrevocably dedicated to its purposes. In the event of the dissolution of this Corporation, all of the assets and property thereof, after payment of its just debts and obligations, shall be distributed to such other entity or entities which are exempt from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code as may be determined by the Board of Directors to be most in accord with the purposes of this Corporation. No distribution of the assets or property of this Corporation shall ever be made to or inure to the benefit of any member, director, or officer of this Corporation, or to any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the Incorporators have hereunto set their hands this 26th day of March, 2016.

[REDACTED]

Aaron Billinger, Incorporator

[REDACTED]

Christopher Guth, Incorporator

[REDACTED]

Gary E. Hefley, Incorporator

[REDACTED]

Frank Howsmon, Incorporator

[REDACTED]

Angel V. Munoz, Jr., Incorporator

ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT

I, Gary E. Hefley, hereby acknowledge and accept the appointment as statutory agent of the above named Corporation effective this 26th day of March, 2016.

[REDACTED]

Gary E. Hefley