

ARTICLES OF INCORPORATION OF THE SONORAN AUDUBON SOCIETY, INC.

ARTICLE I: NAME

The name of the Corporation is the Sonoran Audubon Society, Inc.

ARTICLE II: A NON-PROFIT PUBLIC INTEREST CORPORATION

Section 1: The Sonoran Audubon Society, Inc. is a not-for-profit, public interest, voluntary membership association, headquartered in and incorporated under the laws of the State of Arizona.

Section 2: The purpose and activities of the Sonoran Audubon Society, Inc., shall be educational, scientific, literary, charitable and eleemosynary in nature, as specified in Article III of these Articles of Incorporation. Said purposes and activities shall conform to the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code.

Section 3: The corporation is not organized for and shall not be operated for pecuniary gain or profit. It does not contemplate the distribution of gains, profits, or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable purposes, and no part thereof shall ever inure to the benefit of any Officer, Director, or member thereof, or to any private shareholder or individual. Upon dissolution or abandonment, the assets of this organization remaining after payment of or provision for all Its debts and liabilities shall be donated to one or more corporation, association, fund or foundation having objectives and purposes similar to this organization, as the Board of Directors of this organization may designate, subject to the order of a court provided by law. None of such assets shall be donated to any organization other than one organized and operated exclusively for charitable purposes in accordance with Section 501(c)(3) of the U.S. Internal Revenue Code.

Section 4: Consistent with Section 501(c)(3) of the U.S. Internal Revenue Code and Arizona Revised Statutes 34-1201, et seq., no substantial part of this corporation's activities shall consist of attempting to influence legislation; nor shall this corporation participate in any political campaign on behalf of any candidate for public office. Activities incidental to this corporation's purposes, however, are allowed consistently with the provisions of the Section 501(c)(3) of the U.S. Internal Revenue Code and Arizona Revised Statutes 34-1201, et seq.

ARTICLE III: PURPOSE

Consistent with Article II Section 2 of these Articles of Incorporation, the purposes of the Sonoran Audubon Society are to educate its members and the community about birds,

other wildlife, habitats, and the beauty and importance of the complex interactions that make for a healthy environment, and to encourage and support their involvement in the conservation, preservation and restoration of natural ecosystems and of biological diversity.

ARTICLE IV: ORGANIZATION, OFFICERS AND BOARD

The Sonoran Audubon Society, Inc. shall be organized, with Officers and a Board of Directors, as set forth in the duly adopted Bylaws of the corporation. At all times, the corporation shall maintain the Officers and Directors required by Arizona incorporation law.

ARTICLE V: AMENDMENT

These Articles may be amended only as provided for in the duly adopted Bylaws of the corporation.

ARTICLE VI: INDEMNIFICATION

To the fullest extent permitted by law, members, Officers, Directors, employees and agents of this corporation shall be indemnified thereby in accordance with the provisions of Arizona Revised Statutes Section 10-1005, as that section exists or may be amended.

ARTICLE VII: STATUTORY AGENT

The President shall be the statutory agent for the Sonoran Audubon Society, except that the Board may designate another Officer, Director, or counsel as agent and shall so apprise the Arizona Corporation Commission.

ARTICLE VIII: DISCRIMINATION

The corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

ARTICLE IX: INITIAL INCORPORATORS, DIRECTORS, OFFICERS, STATUTORY AGENT AND ADDRESSES

The Incorporators are the duly appointed, interim Directors, Officers and Statutory Agent, as set forth below, with their addresses. The Incorporators shall serve in these positions until the first election under the procedures established in the Bylaws, and the named Officers shall be members of the Board of Directors during that period. All powers, duties and responsibilities as Incorporators, however, shall cease at the time of the delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing. The place of doing business is the Statutory Agent's address, set forth below:

Signatures:

President and Statutory Agent

Vice President

Secretary

Treasurer

Directors at Large

Witnesses.