EXPEDITED

AZ CORP COMMISSION
FOR THE STATE OF AZ

2003 DEC 23 A 9:58

12-23-2003

AMENDED AND RESTATED, November 3, 2003

ARTICLES OF INCORPORATION
of
THE ARIZONA SENIOR ACADEMY

KNOW ALL PERSONS BY THESE PRESENTS: By act of the Board of Directors of The Arizona Senior Academy, an Arizona nonprofit corporation, the corporation hereby amends and restates its Articles of Incorporation, and the following amended and restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto, as follows:

ARTICLE I

The name of this corporation shall be:

"The Arizona Senior Academy, Inc."

ARTICLE II

This corporation shall have perpetual duration.

ARTICLE III

The principal place of business of this corporation shall be at 13701 Old Spanish Trail, Tucson, Arizona 85747 but meetings may be held and business may be conducted at any place within or without the State of Arizona as provided in the bylaws.

ARTICLE IV

This corporation is organized and shall be operated exclusively for educational, scientific, literary and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and this corporation shall receive and administer, expend and distribute funds exclusively for such purposes. This corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Code section 501(c)(3); or (b) by a corporation, contributions to which are deductible for income, estate and gift tax purposes under Code sections 170(c)(2), 2055(a)(2) and 2522(a)(2).

ARTICLE V

This corporation shall establish and operate an academy that will carry on charitable, educational, scientific, and literary activities, and more specifically, the corporation in establishing and operating such an academy, shall have the following purposes:

(1) To bring together senior individuals in a learning and performing intellectual community that will make available physical, human and intellectual resources that will stimulate and foster such individuals' continued productivity and creativity;

(2) To provide a wide variety of facilities and services to its members, who shall consist primarily of senior individuals who are accomplished in diverse fields, in order to enable such individuals to pursue their educational, scientific, and literary pursuits and other worthy pursuits as determined by the Board of Directors of this corporation;

(3) To collaborate and work in association with a retirement community in the Southern Arizona area in providing elderly individuals with opportunities to pursue their interests and to contribute to the betterment of society in the areas of the arts, sciences, and literature and in other worthy areas as determined by the Board of Directors of this corporation;

(4) To collaborate and work in association with the University of Arizona, the University of Arizona Foundation or other educational institutions or other institutions that are exempt from federal income taxation under Section 501(c)(3) of the Code in sponsoring or co-sponsoring or otherwise fostering and encouraging individual and group educational, scientific, and literary projects and programs;

(5) To hold, sponsor or co-sponsor charitable, educational, scholarly, cultural, scientific, literary and artistic activities for the benefit of the general public, including, without limitation, lectures, performances, public interviews, debates, panel discussions, workshops, discussion groups, training programs, and meetings;

(6) To hold, sponsor or co-sponsor classes (for credit or not for credit) in association with the University of Arizona, any other educational institution, or otherwise;

(7) To serve as a facilitating and contracting agent with respect to the submission, receipt and administration of grants to individual senior members, groups of senior members, or to the corporation and to assist in placing senior members in part-time or full-time employment with the University of Arizona or other educational institutions or institutions that are exempt from federal income taxation under Section 501(c)(3) of the Code; and in establishing unpaid employment and service relationships;

(8) To carry on public service activities, including, without limitation, activities that will encourage individuals to pursue lives of learning and creativity, high values and standards, and service to others;

(9) To sponsor or co-sponsor or otherwise foster or encourage charitable, educational, scholarly, cultural, scientific, literary and artistic dialogues and exchanges by and between its members and members of the faculty and staff of the University of Arizona or of other educational institutions or other institutions that are exempt from federal income taxation under Section 501(c)(3) of the Code;

(10) To promote and advance better understanding and constructive solutions with respect to issues and problems affecting senior individuals and any other public policy issues;

(11) To have such other purposes within the general charitable, educational, scientific and literary purposes of the corporation as may be determined by the Board of Directors; and

(12) Notwithstanding any provision herein, in all of its policies and procedures to adhere to a policy of equal opportunity and to conduct all of its activities and to make available all of its services and facilities in a manner which does not discriminate on the basis of race, color, creed, religion, nationality or ethnic origin, sex, marital status or handicap.

ARTICLE VI

This corporation shall have all powers permitted by law from time to time for Arizona nonprofit corporations subject to the limitations contained herein.

ARTICLE VII

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that this 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 Articles IV and V. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VIII

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of all of the assets of this corporation exclusively for the purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, literary, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Code section 501(c)(3), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

The affairs of this corporation shall be conducted by a Board of Directors, the number of Directors of which shall be fixed from time to time as provided in the bylaws, but in no event shall there be less than three (3) nor more than twenty-five (25) Directors. The Directors shall be elected on a date, in such manner and for such terms as shall be provided from time to time in the bylaws.

The Board of Directors shall have all powers and authority with respect to this corporation, including, and subject to, the following:

(1) To elect successive Boards of Directors, to remove Directors, and to fill vacancies on the Board or in any office.

(2) To establish and maintain an executive committee and advisory committees, and to prescribe the duties, rights, and powers thereof. The Board may authorize one or more committees to exercise some or all of the powers, which would otherwise be exercised by the Board, and to the extent so authorized, such committees shall have the duties and responsibilities of the Directors and the Directors shall be relieved to the extent provided by law from those duties and responsibilities.

(3) To adopt, alter, revise or amend the bylaws.

(4) To amend these Articles of Incorporation, by three-fourths vote cast at any regular Annual Meeting or at a special board meeting called and noticed for such purpose.

(5) All other powers permitted by law and to do and perform all things, which are necessary or appropriate to the objectives, purposes and activities of this corporation.

The names and addresses of the Directors of this corporation at this time who shall serve until their successors are elected and qualify are:

Frances Betteridge
7659 S. Vivaldi Court
Tucson, Arizona 85745

Richard F. Imwalle
University of Arizona Foundation
1111 N. Cherry Avenue
Tucson, Arizona 85721

Frances H. McClelland
6020 Calle de la Culebra
Tucson, Arizona 85718

Helen S. Schaefer
11701 E. Andalusian Pl.
Tucson, Arizona 85748

Donald N. Soldwedel
7757 S. Vivaldi Court
Tucson, Arizona 85747

Marcia Neugebauer
7519 South Eliot Lane
Tucson, Arizona 85747

Henry Koffler
7615 S. Galileo Lane
Tucson, Arizona 85747

James M. Sakirson
3027 North Calle LaDesa
Tucson, Arizona 85715

Albert Siepert
7655 S. Vivaldi Court
Tucson, Arizona 85747

Paul Zeiger
7907 S. Galileo Lane
Tucson, Arizona 85747

ARTICLE X

The officers of this corporation shall consist of a President, a Secretary, a Treasurer and such other officers as the Board of Directors may appoint or elect from time to time.

No officer or Director shall have any right, title, or interest in or to the assets of this corporation. The private property of Directors and officers of this corporation shall be exempt from liability for debts, obligations, and liabilities of this corporation.

ARTICLE XI

This corporation shall have no voting members.

ARTICLE XII

Blair P. Friederich, 33 North Stone Avenue, Suite 2000, Tucson Arizona, 85701 who has been a bona fide resident of the State of Arizona for at least three years, is hereby appointed the lawful agent of this corporation to accept and acknowledge service, and upon whom may be served all necessary processes in any action, suit, or proceeding brought against this corporation in any of the courts of the State of Arizona and for other purposes required by law. The Board of Directors may revoke this appointment and appoint a successor agent, or other agents, at any time.

ARTICLE XIII

The Directors shall not be liable to the corporation for money damages for any action taken or any failure to take any action as a Trustee, except for: (a) receipt of a financial benefit received by a Director to which the Director is not entitled; (b) intentional infliction of harm on the corporation; (c) participation by vote or assent to an unlawful distribution; or (d) an intentional violation of criminal law.

The corporation shall indemnify, to the maximum extent permitted by and subject to the provisions of Arizona Revised Statutes Section 10-3850 through and including Section 10-3858 including any amendments or successor provisions thereto or any other similar laws, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, or any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor, by reason of the fact the he is or was a Trustee, officer, advisor, or employee of the corporation or is or was serving at the request of the corporation as a Director, officer, advisor, or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, and against judgments, fines, and amounts paid in settlement to the extent permitted by law.

The corporation may, to the full extent then permitted by law and authorized by the Board of Directors, purchase and maintain insurance on behalf of any officer, Director, advisor, or employee against any liability asserted against or incurred by any such person in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify such person against such liability.

IN WITNESS WHEREOF, this corporation has executed these amended and restated Articles of Incorporation as of the 28 day of November 2003. The foregoing amended and restated Articles of Incorporation correctly sets forth the provisions of the Articles of Incorporation as amended and said restated Articles of Incorporation supersede the original Articles of Incorporation and all prior amendments thereto.

The Arizona Senior Academy, an Arizona nonprofit corporation

By: _____

President

The undersigned Blair P. Friederich being designated to act as statutory agent in the foregoing Articles of Incorporation of the Arizona Senior Academy, Inc., hereby consents to act in that capacity until removal or resignation is submitted in accordance with Arizona Revised Statutes.

Blair P. Friederich
33 North Stone Avenue #2000
Tucson, Arizona 85701
1.520.622.6116