

**ARTICLES OF INCORPORATION
OF THE
ARIZONA HYDROLOGICAL SOCIETY FOUNDATION**
An Arizona Non-Profit Corporation

The undersigned, all of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Arizona, do hereby certify as follows:

**ARTICLE I
Name**

The name of the corporation is: **Arizona Hydrological Society Foundation** hereinafter called the "Corporation." The Corporation is a non-profit corporation organized under Arizona law, A.R.S. § 10-3101 *et seq.* The period of duration is perpetual.

**ARTICLE II
Purpose**

The purpose for which this Corporation is organized is the transaction of any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time. The Corporation is organized exclusively for scientific, charitable, educational, and literary purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code, or any corresponding section of any future federal tax code. To the extent that the following conforms to such scientific, charitable, educational, and literary purposes, the general nature of the business to be transacted by the Corporation is more specifically described as the provision of support for advancing the science, practice, and public understanding of hydrology and water resources in Arizona and the semi-arid Southwestern United States.

The foregoing enumeration shall not be deemed to limit or restrict the general powers of the Corporation and the enjoyment and exercise thereof, as conferred by the laws of the State of Arizona under which this Corporation is formed.

**ARTICLE III
Character of Affairs (Initial Business)**

Character of Affairs: The character of affairs of the Corporation will be initially to actually take in Arizona all such actions as may be appropriate to accomplish the purposes set forth in Article II above, including the provision of:

- a. Awards for students enrolled in an accredited post-secondary educational institution in Arizona pursuing the practice of hydrology and related sciences as a career,
- b. Lifetime Achievement Awards to leaders in the scientific, educational, regulatory, legal, and corporate communities of the hydrological sciences,
- c. Awards for hydrology related projects to students involved in science fair competitions at Arizona accredited or certified primary and secondary educational institutions,
- d. Donations to other affiliated Internal Revenue Code ("IRC") §501(c)(3) tax-exempt organizations closely associated with our mission,
- e. Donations to other non-profit hydrological organizations operating in Arizona and the Arid Southwestern United States, and
- f. Other activities to support the purpose of the Corporation as may be determined by the Corporation's board of directors.

The financial goal of the Corporation is to accumulate sufficient funds such that growth in these investments can be used to perpetuate funding of the above-listed items.

ARTICLE IV Inurement (Dedication) – Powers of the Corporation

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, 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 set forth in ARTICLE II. 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 intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under IRC §501(c)(3) United States (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under IRC §501(c)(3) of the United States (or the corresponding provisions of any future United States Internal Revenue Laws).

ARTICLE V Dissolution

Upon dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all its assets exclusively for the purposes of the Corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purpose, as shall at the time qualify as an exempt organization or organizations under IRC §501(c)(3) of 1954 (or the corresponding provision of any future United States Internal Revenue Laws), as the board of directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations as the Court shall determine, and which are organized and operated exclusively for such purpose.

ARTICLE VI Indemnification & Limitation of Director Liability

The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws. Specifically, the personal liability of the Corporation directors for monetary damage for any action taken, or any failure to take any action, as a director is eliminated to the fullest extent permitted by Arizona law, as it may be amended from time to time.

A. Indemnification: The Corporation shall indemnify any person against liability and expenses, including, without limitation, attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably suffered or incurred by reason of the fact that he/she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other entity, in all circumstances in which, and to the extent that, such indemnification is permitted by Arizona law, as it may be amended from time to time. Any indemnification hereunder shall be made by the Corporation only as authorized by the board of directors.

B. Insurance: The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or who was serving at the request of the Corporation as a director or officer, against any liability asserted against them and incurred by them in any such capacity or arising out of their status as such, whether or not the Corporation would have had the power to indemnify them against such liability under this Article.

The indemnification herein above permitted shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law.

ARTICLE VII Board of Directors

The initial board of directors shall consist of nine (9) directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the board of directors, or until their successors are elected and qualified, are:

Michael Block	5232 E. Holmes St.	Tucson, Arizona 85711-2321
Herman Bouwer	338 E. La Diosa	Tempe, Arizona 85282-2234
Gail Cordy	2733 E. Arroyo Chico	Tucson, Arizona 85716
Michael Geddis	2253 E. Mitchell St.	Tucson, Arizona 85719-3226
Howard Grahn	3975 N. Pontatoc Rd.	Tucson, Arizona 85718-6723
Errol L. Montgomery	1550 E. Prince Rd.	Tucson, Arizona 85719
Michael Pearce	3003 N. Central Ave, #2600	Phoenix, Arizona 85012-2913
Bill Petroustson	P.O. Box 36104	Tucson, Arizona 85740
Gary G. Small	1220 S. Park Lane, #5	Tempe, Arizona 85281

The number of persons to serve on the board of directors thereafter shall be fixed in the Bylaws.

ARTICLE VIII Known Place of Business

The street address of the known place of business of the Corporation in Pima County, Arizona, is:

2253 E. Mitchell Street
Tucson, Arizona 85719-3226

ARTICLE IX Statutory Agent

The name and the address of the statutory agent of the Corporation in Pima County, Arizona, is:

Michael Geddis
2253 E. Mitchell Street
Tucson, Arizona 85719-3226

ARTICLE X Incorporators

The names and addresses of the incorporators are:

Michael Geddis	2253 E. Mitchell St.	Tucson, Arizona 85719-3226
Michael Block	5232 E. Holmes St.	Tucson, Arizona 85711-2321
Howard Grahn	3975 N. Pontatoc Rd.	Tucson, Arizona 85718-6723

**ARTICLE XI
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 XII
Members**

The Corporation will not have members.

APPROVED March 7,2008, by unanimous vote of the Board of Directors, as evidenced by Memorandum dated March 24, 2008, attached as Exhibit "1" hereto.