



AZ CORPORATION COMMISSION
FILED

**ARTICLES OF INCORPORATION
OF
PINAL PARTNERSHIP, INC.**

"EXP"

FEB 24 2006

FILE NO. -1265514.2

Article I
Name

The name of the corporation shall be PINAL PARTNERSHIP, INC. (the "Corporation").

Article II
Duration

The duration of the Corporation shall be perpetual.

Article III
Purposes and Powers

The Corporation is organized as a nonprofit corporation under the Arizona Nonprofit Corporation Act A.R.S. §§ 10-3101 through 10-11170 (the "Act").

The character of the business that the Corporation initially intends to conduct in the State of Arizona and the purposes for which the Corporation is organized are to promote and foster the civic, economic and social welfare of its members; the citizens, towns and cities located in Pinal County, Arizona; and the State of Arizona. The Corporation shall have the authority to do any and all acts which may be necessary or expedient to accomplish the purpose for which the Corporation is formed, and generally to do and perform any and all things necessary or suitable in the accomplishment of the purposes herein set forth, or which may be recognized as proper or lawful objectives, all of which shall be consistent with the public interest as well as with the interest of its members.

The Corporation shall have all powers granted to nonprofit corporations under the Act necessary to accomplish the purposes enumerated in this Article III. However, notwithstanding any provision of this Article III to the contrary, the Corporation shall not perform any action which either is not allowed under or is inconsistent with the requirements of Section 501(c)(6) of the Internal Revenue Code (the "Code") and the accompanying Treasury regulations.

Article VI
Restrictions

No part of the net earnings of the Corporation shall inure to the benefit of any director, trustee, officer of the Corporation, or any private individual, firm or corporation (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no directors, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

11/20/04
PAID
75.00
MHP

-1265514.2

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to organizations which promote the purposes set forth in Article III and which qualify under the provisions of Section 501(c)(6) of the Code and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

Article V
Known Place of Business

The address of the initial place of business of the Corporation is: 220 N. Bush Street, Florence, Arizona 85232.

Article VI
Statutory Agent

Nearhood Agency Services, Inc., 7537 East McDonald Drive, Scottsdale, Arizona 85250-6062, is appointed as the statutory agent of the Corporation for the State of Arizona.

Article VII
Membership

The Corporation shall be organized without capital stock or other evidences of financial or economic interest or ownership. The Corporation shall have one class of member. Membership in the Corporation shall be determined in accordance with the provisions of the Bylaws.

Article VIII
Board of Directors and Officers

The affairs of the Corporation shall be managed, controlled and conducted by a Board of Directors (the "Board"). The number of directors, who shall serve without compensation, shall not be less than one nor more than twelve, as shall be specified in the Bylaws. The initial Board shall consist of three directors. The names and addresses of the persons who are appointed to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Ty LeSueur	4415 S. Primrose Drive Gold Canyon, Arizona 85218
Jordan Rose	4415 S. Primrose Drive Gold Canyon, Arizona 85218
Michael Martindale	4415 S. Primrose Drive Gold Canyon, Arizona 85218

-1265514.2

The Board shall have the power to adopt the initial Bylaws, provided, however, that the Bylaws may be amended as provided therein.

The principal officers of the Corporation shall be a president, vice president, secretary, and treasurer, all of whom shall be elected by the Board. The officers of the Corporation shall have those powers, duties and responsibilities provided in the Bylaws.

Article IX
Incorporator

The name and address of the incorporator is: Peter Villaverde, 220 N. Bush Street, Florence, Arizona 85232

Article X
Private Property

The members, directors, officers, and committee members of the Corporation shall not be individually or personally liable for the debts or other liabilities of the Corporation and the private property of the members, directors, officers, and committee members of the Corporation shall be forever exempt from corporate debts or liabilities of any kind whatsoever.

Article XI
Interdealing

No transaction, contract or act of the Corporation shall be either void or voidable or in any other way affected or invalidated by reason of the fact that any member, officer, director, or committee member of the Corporation, or any other corporation or other entity of which it or he may be an officer, director, member or shareholder, is in any way interested in such transaction, contract or act, provided the interest of the member, officer, director, committee member is disclosed to the members of the Board or such members or directors as shall be present at any meeting at which action is taken upon any such transaction, contract or act. Nor shall any member, officer, director, or committee member be accountable or otherwise responsible to the Corporation for or in connection with any such action, contract or transaction or for any gains or profits realized by him by reason of the fact that he, or any other corporation or other entity of which he is an officer, director, member or shareholder, is interested in any such transaction, contract or act. To the fullest extent permitted under Arizona law, any member, officer, director, or committee member, if he is a director, after making full disclosure of his interest, may be counted in determining the existence of a quorum at any meeting of the Board which shall authorize or take action upon any such transaction, contract or act, and he may vote at any such meeting to authorize, adopt, ratify or approve any such transaction, contract or act to the same extent as if he, or any other corporation or other entity of which he is an officer, director, member or shareholder, were not interested in such transaction, contract or act.

-1265514'2

Article XII
Limitation of Liability

To the fullest extent permitted under Arizona law, every director and officer of the Corporation shall be exempt from personal liability to the Corporation and its members for monetary damages for action taken in his capacity as a director or officer of the Corporation, so long as such action does not constitute a criminal act, was taken in good faith, and without intentional misconduct.


Article XIII
Indemnification

To the fullest extent permitted by Arizona law, every director and every officer of the Corporation shall be indemnified by the Corporation, and every other person serving as an employee or direct agent of the Corporation, or on behalf of the Corporation as a member of a committee or otherwise, or at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, may, in the discretion of the Board, be indemnified by the Corporation, against all expenses and liabilities, including, but not limited to, attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having served in such capacity on behalf of the Corporation, or any settlement thereof, whether or not he is a director or officer, or serving in such other specified capacity at the time such expenses are incurred, provided that the Board shall determine, in good faith, that the person to be indemnified hereunder did not commit a criminal act, and that he acted in good faith and without intentional misconduct. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such persons may be entitled at law or otherwise.

Article XIV
Amendment

These Articles of Incorporation may be amended and the Corporation may be dissolved by the vote of a majority of the directors of the Corporation at a duly constituted meeting of the Board called in accordance with the terms of the Bylaws; provided, however, that Articles III and IV may be amended only to the extent that future changes in the applicable provisions of the Code and regulations promulgated thereunder make such changes necessary or desirable in order for the Corporation to preserve its status as an exempt organization under Section 501(c)(6) of the Code and regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto affixed his signature this 23 day of February, 2006.


Peter Villaverde, Incorporator

NEARHOOD AGENCY SERVICES, INC.

-1265514.2

7537 East McDonald Drive
Scottsdale, Arizona 85250-6062
Telephone (480) 998-3525
Facsimile (480) 998-0820

February 17, 2006

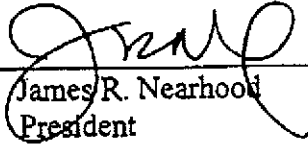
Arizona Corporation Commission
Incorporating Division
1300 West Washington Street
Phoenix, AZ 85007

Re: Pinal Partnership, Inc.

Dear Sir/Madam:

The undersigned, Nearhood Agency Services, Inc., having been designated to act as Statutory Agent, hereby consents to act in that capacity until resignation or removal as Statutory Agent in accordance with Arizona law.

NEARHOOD AGENCY SERVICES, INC.


By: James R. Nearhood
Its: President

JRN/cp

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. Section 10-3202.D.

Pinal Partnership, Inc.

EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes ___ No X

B. IF YES, the following information MUST be attached:

- | | |
|---|--|
| 1. Full name and prior name(s) used. | 6. Social Security number. |
| 2. Full birth name. | 7. The name and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case. |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any other corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes ___ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- | | |
|---|---|
| 1. Name and address of the corporation. | 4. Date of corporate operation. |
| 2. Full name, including alias and address of each person involved. | 5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case. |
| 3. State(s) in which the corporation: <ol style="list-style-type: none"> (a) Was incorporated. (b) Has transacted business. | |

D. The fiscal year end adopted by the corporation is December.

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature] DATE 2/23/2006

TITLE Incorporator

BY _____ DATE _____

TITLE _____

BY _____ DATE _____

TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four Incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CF: 0001 - Non-Profit
Rev. 4/04