

ARTICLES OF INCORPORATION
OF
VERDE VALLEY ARCHAEOLOGY CENTER, INC
(an Arizona Non-Profit Corporation)
September 2, 2010

In compliance with the requirements of ARS § 10-3101 et seq., as amended, the undersigned have this date voluntarily associated themselves together for the purposes of forming a non-profit corporation under the laws of the State of Arizona and do hereby adopt the following Articles of Incorporation

1. Name: The Name of the Corporation is: Verde Valley Archaeology Center, Inc.
2. Purpose: The purpose for which the corporation is organized is exclusively charitable, scientific, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law.
3. Character of Affairs: The character of affairs of the corporation will be:
 - a) to promote interest in the archaeology of the Verde Valley region; to encourage an appreciation of and support for archaeological research;
 - b) to record archaeological information by means of survey, excavation, and other proper forms of investigation; to protect archaeological sites from unnecessary or wanton destruction; to encourage the preservation of archaeological sites; and to encourage the conservation of artifact collections and their attendant documentation;
 - c) to encourage a scientific attitude in the collection and study of artifacts; to discourage commercialism in the archaeological field and to work for its elimination;
 - d) to promote the spread of archaeological knowledge through publications, meetings, and other educational programs;
 - e) to serve as a bond among those interested in the archaeology of the Verde Valley region;
 - f) to solicit and provide financial and other material support to students, organizations, agencies, and institutions who share these purposes, thereby lessening the burdens of government.
4. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 2. 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 by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the Corresponding provision of any future United States Internal Revenue Law) or

5. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions 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 Section 501 (c)(3) of the Internal Revenue Code 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 principle office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

6. The private property of the directors, officers and agents of the corporation will be exempt from liability for corporate acts, debts, liabilities or obligations. The Board of Directors and officers shall have all rights of indemnification to the fullest extent possible in accordance with and subject only to the provisions and limitations of A.R.S. §§ 10-3851, 3852 & 3856. No officer or director of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as officer or director, to the fullest extent possible in accordance with, and subject only to the provisions and limitations of, A.R.S. §§ 10-3851, 3852 & 3856. The greatest possible power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

7. Board of Directors. The initial board of directors shall consist of five (5) directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the members, or until his(her)(their) successor(s) is(are) elected and qualifies is(are): Dr. James Graceffa, Kenneth J. Zoll, Steve Ayers, Linda Buchanan and Sharon Olsen.

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

8. Known Place of Business. (In Arizona) The street address of the known place of business of the Corporation is: 1155 Bell Rock Blvd., Sedona, AZ 86351

9. Statutory Agent. (In Arizona) The name and address of the statutory agent of the Corporation is: Elizabeth A. McFarland, 60 Bell Rock Plaza, Sedona, AZ 86351

10. Incorporator. The name and address of the incorporator is: Kenneth J. Zoll

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

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

12. **MEMBERS:** The corporation will have members.

EXECUTED this day 31th of August, 2010, by the incorporator.

Signed: Kenneth J. Zoll, Incorporator