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ARTICLES OF INCORPORATION

OF

CANYON STATE NATURISTS, INC.  
A NON-PROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we the understand, have this day, associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Arizona and for that purpose do hereby adopt these Articles of Incorporation.

ARTICLE I

NAME: The name of the corporation shall be:

Canyon State Naturists, Inc. OCMF  
A Non-profit corporation

ARTICLE II

The names and addresses of the incorporators are:

Don Titmus	2652 E. Butte Circle Mesa, AZ 85213
J.D. Wright	1704 W. Rosal Dr. Chandler, AZ 85224
Pete Carstensen	2631 E. Dartmouth Mesa, AZ 85213

ARTICLE III

**PURPOSE:** The purpose for which this corporation is organized is the transaction of any or 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. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code. Said corporation is constituted for the purpose of fostering and promoting, through education, public acceptance of clothes-optional activities and lifestyles; to sponsor and promote, encourage, foster, guide and direct and otherwise support seminars, debates, symposia, conferences and similar discussions in the furtherance of said purpose; to preserve naturist sites; to encourage the use of public recreational facilities and promote the Naturist philosophy for the protection and use of such facilities; to contribute to the preservation and existence of natural resources and the natural habitat of birds and animals; to promote naturist and other education; to foster and promote the rights of individuals through the freedom of choice of naturism and to these ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise acquire any property, real, personal, tangible or intangible or any undivided interest therein, without limitation as to amount or value; as may be required for the use of its members and to hold and to dispose of the same subject to such limitations as are prescribed by statute.

ARTICLE IV

The Canyon State Naturists, Inc., located in Phoenix, Maricopa County, Arizona, will raise funds, educate the public and give support services to Scientific research for the Preservation and furtherance of Naturist and Wildland needs.

ARTICLE V

No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, directors, or officers, 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 III. 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 the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws.) this corporation will comply with OMB Compliance Supplement and Circular A-133 for non-profit corporations effective on the incorporation thereof.

#### ARTICLE VI

Upon the 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 of its assets exclusively for the purposes of the corporation in such 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 1986 (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 of to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

#### ARTICLE VII

The power of indemnification under the Arizona revised Statutes shall not be denied or limited by the bylaws.

#### ARTICLE VIII

STATUTORY AGENT: The Corporation does hereby appoint:

James H. Saunders, CPA  
74 N. Main  
Flag, AZ. 85925

As statutory agent, having been a Bonafide resident of The State of Arizona for at least three years, or such after person as hereafter selected by the Board of Directors.

ARTICLE IX

**BOARD OF DIRECTORS:** There shall be no less than (3) Directors nor more than (7) Directors.  
The names and addresses of the persons who are to serve as the initial Directors are:

**President:** 2652 E. Butte Circle  
Don Titmus Mesa, AZ  
85213

**Vice-President:** 2631 E. Dartmouth  
**Secretary:** Mesa, AZ  
Pete Carstensen 85213

**Treasurer:** 1704 W. Rosal Dr.  
J.D. Wright Chandler, AZ  
85224

ARTICLE X

The Principal place of business of this Corporation shall be in Phoenix, Maricopa County, Arizona but the corporation may transact business elsewhere.

ARTICLE XI

The officers of this corporation shall consist of a President who shall also serve as Chairman of the Board of Directors and shall be referred to as Chairman; a Vice President, who shall be referred to as Vice Chairman; a Secretary and a Treasurer. Any number of offices may be held by the same person except the office of Secretary and President (Chairman), which may not be held concurrently. The Board of Directors may appoint or authorize the appointment of such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may from time to time prescribe.

ARTICLE XII

The liability of non-officer directors of the corporation to the corporation for monetary damages for breaches of fiduciary duty is hereby eliminated with the following enumerated exceptions: that sole liability is not eliminated for disloyalty to the corporation, acts not in good faith, intentional misconduct, knowing violations of the law, transactions resulting in improper personal benefit to a Director, or violation of the Director conflict of interest laws (as set forth in A.R.S. 10-1097): that said limitation applies only to the recovery of monetary damages and does not abolish a Director's duty of care or affect the availability of equitable remedies such as injunction or rescission based thereon that such limitation of liability applies only to claims by the corporation and does not affect third-party of claims by customers, creditors, employees or others who are not asserting claims in the capacity of members: that such limitation of liability does not apply to corporate officers and therefore does not limit the liability of Directors who are also corporate officers for acts taken as officers: that included within the definition of persons deemed Directors for the purposes of said limitation of liability are Directors or persons who serve on a board or council in an advisory capacity.

ARTICLE XIII

The private property of the officers and directors of the corporation shall be forever exempt from corporate debts and no member shall be individually liable or responsible for any debts or liabilities of the corporation.

ARTICLE XIV

The corporation has no capital stock, is not formed for profit, and is a corporation that does not contemplate the distribution of accumulations, gains, profits or dividends to any person. The corporation is organized and shall be operated exclusively for the purposes set forth herein and for those purposes authorized within the meaning of Section 501(c) (3) of the Code. No part of the net earnings of the corporation shall inure to the benefit of any person having a personal or private interest in the activities of the corporation, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes of the corporation as set forth in these articles and Section 501(c) (3) of the Code.

ARTICLE XV

The Board of Directors may amend the Articles of Incorporation by adopting a resolution at a regular or special meeting of the Board of Directors. Written notice setting forth the proposed amendment shall then be mailed to each member of the Board of Directors with a notice of when the amendment will be voted on. The notice shall be mailed not less than ten (10) nor more than fifty (50) days before the date of the meeting.

[Signature]  
(Incorporator's Signature)

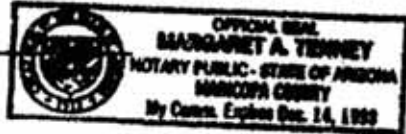
[Signature]  
(Incorporator's Signature)

[Signature]  
(Incorporator's Signature)

[Signature]  
(Incorporator's Signature)

DATED THIS 13 DAY OF December, 1993.

[Signature]  
Notary



My Commission expires: \_\_\_\_\_

I, James H. Spandak, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed, or resignation is submitted in accordance with the Arizona Revised Statutes.

[Signature]  
(Signed)

DATE: 11-1-93

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December 7, 1993

Concerning the incorporation of Canyon State Naturists,  
a nonprofit organization, I hereby release my interest  
and assign it to Don Titmus.

*Charles E. Grutzmacher*  
Charles E. Grutzmacher

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