

# **Arizona Telecommunications and Information Institute**

## **ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF Arizona Telecommunications and Information Institute A Non-Profit Corporation**

Pursuant to Sections 10-1003 and 10-1006 of the Arizona Revised Statutes, the Articles of Incorporation of Arizona Telecommunications and Information Institute, A Non-Profit Corporation (the "Corporation"), initially filed with the Arizona Corporation Commission on January 24, 1980 (the "Articles of Incorporation"), are hereby amended as follows:

FIRST: The current amended Articles of Incorporation are to be replaced with the Articles of Incorporation in Appendix 1.

SECOND: The amendment does not provide any material changes in the corporation, other than a change of name of the organization, and is intended to bring the language of the Articles of Incorporation up to date.

THIRD: The name of the organization shall be changed to:

FOURTH: The amendment was adopted the 21<sup>st</sup> day of June, 2018.

FIFTH: The amendment was adopted by the board of directors of the Corporation. The number of votes cast for approval of the amendment was sufficient for approval by the voting group.

DATED as of this 21st day of June 2018

Arizona Telecommunications and Information Institute an Arizona non-profit corporation

By:

Tim Harrington, Chair

# Appendix 1

## ARTICLES OF INCORPORATION

### OF

#### **Arizona Telecommunications and Information Institute** (Arizona Non-Profit Corporation)

KNOW ALL MEN AND WOMEN BY THESE PRESENTS:

That the undersigned incorporators, whose mailing addresses appears below, hereby act for the purpose of continuing as a nonprofit corporation under the laws of the State of Arizona and do hereby adopt the following Articles of Incorporation.

#### ARTICLE I

The name of this corporation shall changed to:

**TBD.**

The known place of business of this corporation shall initially be 2149 N. Sonoita Ave, Tucson AZ 85712 in Pima County, Arizona, but it may establish other principal places of business and other offices at such other places, either within or without the State of Arizona, as the Board of Directors may from time to time determine.

#### ARTICLE II

This corporation is organized and shall be operated as a nonprofit corporation solely and exclusively for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code. The character of the affairs that the corporation intends to conduct and the purpose for which the corporation is organized shall be *for initiatives that will facilitate adoption of innovative learning ideas, technologies, strategies, collaborations and broadband deployment that will enable a new generation of education and workforce development solutions in Arizona.*

Consistent with the foregoing purposes and subject to all other limitations, restrictions and prohibitions set forth in these Articles, this corporation shall have all the power specified in Sections 10-3302 and 10-3303 of the Arizona Revised Statutes, as amended from time to time, and to do all and everything necessary, suitable and proper for the accomplishment of the purposes or attainment of the objects hereinabove set forth either alone or in association with other individuals, corporations or partnerships, including federal, state, county and municipal bodies and authorities, and, in general, to do and perform such acts and transact such business in connection with the foregoing objects not inconsistent with law; provided, however, that the corporation shall not perform any act or transact any business that will jeopardize the tax exempt status of the corporation under Section 501(c)(3) of the Internal Revenue Code and its regulations as such Section and regulations now exist or may hereafter be amended or under corresponding laws and regulations hereafter adopted.

### ARTICLE III

No primary or substantial part of the activities of the corporation shall be participation in or intervention in (including the publishing or distributing of statements) any political campaign on behalf of or opposition to any candidate for public office.

### ARTICLE IV

The time for the commencement this set of revised Articles of Incorporation shall be the date of the filing of these Articles of Incorporation as required by law, and the term of its corporate existence shall be perpetual.

### ARTICLE V

This corporation shall be a nonprofit corporation and shall have no stock, and no dividends or pecuniary profits shall be declared or paid to the directors hereof or to any other private individual. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons. All the earnings and property of the corporation shall be used to further the purposes and objectives of the corporation as set forth in ARTICLE II. Nothing contained herein, however, shall prohibit payments by the corporation to directors as reasonable compensation for services rendered to the corporation. 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 its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (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.

### ARTICLE VI

The private property of the incorporators, officers, members of the Board of Directors, or members of any committee appointed by the Board of Directors shall not be subject to liabilities, debts or obligations of the corporation.

The corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an incorporator, officer, director or employee of the corporation, or is or was serving at the request of the corporation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

To the fullest extent permitted by Arizona Revised Statutes, as the same exists or may hereafter be amended, a director of the corporation, or a person who serves on a board or council of the corporation in an advisory capacity, shall not be liable to the corporation for monetary damages for breach of any fiduciary duty as a director, or as a member of a board or council in an advisory capacity. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any

act or omission of a director of the corporation, or a member of a board or council in an advisory capacity, occurring prior to such repeal, amendment or modification. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

## ARTICLE VII

The control and management of the affairs of the corporation shall be vested in a Board of Directors. The names and addresses of those persons who currently serve as officers of this corporation and until the meeting of the corporation or until their successors shall be elected and qualify, are:

Oris D. Friesen Ph.D.  
Future Information Technologies  
5136 East Le Marche Ave.  
Phoenix, AZ 85254

Tim Harrington  
N2 Publishing  
1521 N Victor Drive  
Prescott, AZ 86301

Timothy Dosemagen  
14321 S. Via Del Moro  
Rancho Sahuarita, AZ 85629

The bylaws of the corporation shall prescribe the number, terms of office and manner of election of directors.

## ARTICLE VIII

This corporation shall not have members.

## ARTICLE IX

No person shall possess any property right in or to the property or assets of the corporation.

## ARTICLE X

The Board of Directors may amend, alter or repeal any provision contained in these Articles of Incorporation as provided in the bylaws of the corporation.

## ARTICLE XI

This corporation hereby confirms Timothy Dosemagen, 14321 S. Via Del Moro, Rancho Sahuarita, Arizona, 85629 as its statutory agent. All notices and processes, including service of summons, may be served upon said statutory agent and, when so served, shall be lawful, personal service upon this corporation. The Board of Directors may, at any time, appoint another agent for such purpose, and filing of such other appointment shall revoke this or any other previous appointment of such agent.

IN WITNESS WHEREOF, we, the undersigned Officers, hereto set our hand this 21st day of June, 2018.

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Tim Harrington

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Timothy Dosemagen

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Oris Friesen

#### CONSENT TO ACT AS STATUTORY AGENT

I, Timothy Dosemagen, having been designated to act as statutory agent for the TBD, hereby acknowledge, consent, and accept the appointment as statutory agent effective this 21<sup>st</sup> day of June, 2018, and I shall act in this capacity until removal or my resignation is submitted in accordance with Arizona Revised Statutes.

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Timothy Dosemagen  
14321 S. Via Del Moro  
Rancho Sahuarita, AZ 85629