

**STATE OF ARIZONA CORPORATION COMMISSION**

To all Whom these Presents shall Come, Greeting:

BE IT KNOWN THAT **TUCSON CACTUS AND BOTANICAL SOCIETY, INC.**

HAVING SUBMITTED TO THE ARIZONA CORPORATION COMMISSION EVIDENCE OF COMPLIANCE WITH THE LAWS OF THE STATE OF ARIZONA GOVERNING THE INCORPORATION OF COMPANIES, IS BY VIRTUE OF THE POWER VESTED IN THE COMMISSION UNDER THE CONSTITUTION AND THE LAWS OF THE STATE OF ARIZONA, HEREBY GRANTED THIS

***CERTIFICATE OF INCORPORATION***

AUTHORIZING SAID COMPANY TO EXERCISE THE FUNCTIONS OF A CORPORATION, UNDER THE LAWS NOW IN EFFECT IN THE STATE OF ARIZONA, AND SUBJECT TO SUCH LAWS AS MAY HEREAFTER BE ENACTED, FOR A PERIOD OF TWENTY-FIVE YEARS FROM THE DATE HEREOF, UNLESS SOONER REVOKED BY AUTHORITY OF LAW.

BY ORDER OF THE ARIZONA CORPORATION COMMISSION.

*In Witness Whereof* I, JACK BUZARD, THE CHAIRMAN, HAVE HEREUNTO SET MY HAND AND CAUSED THE OFFICIAL SEAL OF THE ARIZONA CORPORATION COMMISSION TO BE AFFIXED AT THE CAPITAL, IN THE CITY OF PHOENIX, THIS 21<sup>st</sup> DAY OF JANUARY A.D. 1964

No: 61097

**ARTICLES OF INCORPORATION**  
**OF**  
**TUCSON CACTUS AND BOTANICAL SOCIETY, INC.**

\*\*\*\*\*

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, 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 do hereby adopt Articles of Incorporation as follows:

**ARTICLE I**

The name of this corporation shall be TUCSON CACTUS AND BOTANICAL SOCIETY, INC.

**ARTICLE II**

The names, residences and post office addresses of the incorporators are:

| <b>NAMES</b>      | <b>RESIDENCES AND POST OFFICE ADDRESSES</b> |
|-------------------|---|
| Cactus John Haag  | 415 W. Giaconda Way, Tucson, Arizona        |
| David Spring      | 6840 Casas Adobes Drive, Tucson, Arizona    |
| Clinton Jarvis    | 3504 N. Geronimo Avenue, Tucson, Arizona    |
| French Anderson   | 7330 N. Yucca Via, Tucson, Arizona          |
| Marshall Davidson | 101 W. Blacklidge Drive, Tucson, Arizona    |
| Ralph Rasler      | 1273 W. Allegheny, Tucson, Arizona          |
| Mildred Rasler    | 1273 W. Allegheny, Tucson, Arizona          |
| Eileen Everhard   | 1201 N. Magnolia Blvd., Tucson, Arizona     |
| Dorothy Herr      | 3701 N. Cactus, Tucson, Arizona             |

**ARTICLE III**

The principal place of business of this corporations shall be at Tucson, Pima County, State of Arizona, and this corporation shall have such other place or places of business in the State of Arizona as may be established by the Board of Directors, at which place or places meetings of the members and directors may be held, and all corporate business transacted.

**ARTICLE IV**

The principal nature of the business to be transacted by this corporation is as follows:

To function continuously in the study of cacti and native flora of Arizona, and for sponsoring a botanical garden in Pima County near Tucson, Arizona, and for plantings of cacti and native flora in other suitable places.

**ARTICLE V**

The time of the commencement of this corporation shall be the date of the issuance to it of a certificate of incorporation by the Arizona Corporation Commission, and the termination thereof shall be twenty-five (25) years thereafter with the privilege of renewal as provided by law.

**ARTICLE VI**

The affairs of this corporation shall be conducted by a board of not less than three (3) nor more than eleven (11) directors and such officers and/or boards as the Board of Directors may from time to time elect or appoint. The Board of Directors shall be known as the Executive Board and shall be elected from among the members of the corporation at the annual meeting of said members to be held on the second Sunday of November of each year, beginning with the year 1962, or as the by-laws may otherwise provide. The Directors, when so elected, shall hold office until their successors are elected and have qualified. Any vacancies in the Board of Directors may be filled by election by the remaining members of the Board from among the members of the corporation.

An election of directors was held on the 18th day of March, 1962, at the residence of Mr. Cactus John Haag at 415 W. Giaconda Way, Tucson, in Pima County, Arizona, by the persons associated together for the purposes herein set forth, and which persons are forming this corporation, which election was held in accordance with the rules, regulations and discipline of said association. At said election the following persons were elected directors:

Cactus John Haag, Clinton Jarvis, French Anderson, David Spring, Marshall Davidson, Ralph Rasler, Mildred Rasler, Eileen Everhard and Dorothy Herr. Until the first annual meeting of the members of this corporation, or until their successors are elected and have qualified, said persons above nam~shall constitute the Board of Directors of the

corporation. At the first annual meeting of the members of this corporation three directors shall be elected to serve for a term of three years, three directors shall be elected to serve for a term of two years, and three directors shall be elected to serve for a term of one year. Thereafter, at the annual meetings directors shall be elected as necessary to serve for the periods designated.

The officers of this corporation shall be a President, Vice-President, Secretary and Treasurer, who shall be elected by those members present at the annual meeting of the general membership to be held the second Sunday in November, beginning with the year 1962, and who shall hold office for one (1) year and until their successors are elected and qualified. The office of Treasurer may also be held by a Vice-President or by the Secretary.

The Board of Directors shall have the authority to fill any vacancy occurring among the officers of the corporation, and may elect and appoint such other officers, agents, committees and/or boards as they deem necessary and advisable, and may prescribe the powers and duties of allofficers, agents, committees and boards of the corporation elected or appointed by the Board of Directors. Until the election and qualification of their successors, the following named persons shall constitute the officers of the corporation:

|                  |   |                |
|------------------|---|----------------|
| David Spring     | . | President      |
| Eileen Everhard  | . | Vice-President |
| Mildred Rasler   | . | Secretary      |
| Cactus John Haag | . | Treasurer.     |

The Board of Directors shall have the power to adopt, amend and rescind by-laws for the government of the corporation, and generally to do whatever in their judgment may be necessary to promote the welfare of the corporation and to further its lawful activities.

#### **ARTICLE VII**

The highest amount of indebtedness or liability, direct or contingent, to which this corporation is at any time to subject itself shall not exceed the sum of Twenty-five Thousand Dollars (\$25,000.00).

#### **ARTICLE VIII**

The private property of the members, officers and directors of this corporation shall be, and is made forever, exempt from all corporate debts of every kind whatsoever.

#### **ARTICLE IX**

Any person, business house, or organization shall be eligible to membership in the corporation. Application for membership shall be made by card recommended by a member of the corporation, said cards to be furnished by the corporation. The dues of members shall be fixed from time to time by the By-laws and shall be payable at such times as the By-laws may prescribe.

#### **ARTICLE X**

Meetings of the members of the corporation and meetings of the Board of Directors of the corporation shall be held at such times as may be provided by the by-laws of the corporation, or on call of the Board of Directors or of the President of the corporation.

#### **ARTICLE XI**

Cactus John Haag, 415 W. Giaconda Way, Tucson, Arizona, who has been a bona fide resident of the State of Arizona for more than five (5) years last past is hereby appointed the lawful agent in and for the State of Arizona, for and in behalf of this corporation to accept and acknowledge service of and upon whom may be served all necessary papers or processes in any action, suit or proceeding that may be had or brought against this corporation in any of the courts of said State of Arizona, such service of process or notice, or the acceptance thereof by said agent endorsed thereon, to have the same force and effect as if served upon the President and Secretary of this corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 14<sup>th</sup> day of June, 1962.

(Signed by)

Cactus John Haag  
David Spring  
Clinton Jarvis  
French Anderson  
Marshall Davidson  
Ralph Rasler  
Mildred Rasler  
Eileen Everhard  
Dorothy Herr

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TUCSON CACTUS AND BOTANICAL SOCIETY**

Pursuant to the provisions of Title 10, Sections 1034 and 1035, Arizona Nonprofit Corporation Act, the undersigned corporation adopts the attached Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is the Tucson Cactus and Botanical Society.

SECOND: The document attached hereto as Exhibit A sets forth the amendments to the Articles of Incorporation which were adopted by a three-quarter vote of the members of the Corporation on July 9, 1989, in the manner prescribed by the Arizona Nonprofit Corporation Act.

THIRD: The resolution of the Board of Directors to amend the Articles of Incorporation was duly adopted by act of the members of the Corporation on July 1<sup>st</sup>, 1989, in the manner prescribed by the Arizona Nonprofit Corporation Act.

DATED: 17 July, 1989  
TUCSON CACTUS AND BOTANICAL SOCIETY  
BY Signed by Larry L. Romo  
TITLE: PRESIDENT  
BY signed by Floyd Werner  
TITLE: SECRETARY

STATE OF ARIZONA  
COUNTY OF PIMA

The foregoing instrument was acknowledged before me this 17th day of July, 1979, by Larry Romo and Floyd Werner, President and Secretary, respectively, of the TUCSON CACTUS AND BOTANICAL SOCIETY, and Arizona Corporation, on behalf of said corporation.

Signed by Linda B. Tenery  
Notary Public  
My commission expires:  
Aug 6, 1991

**EXHIBIT A**  
**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
THE TUCSON CACTUS AND BOTANICAL SOCIETY**

1. ARTICLE I is amended to read as follows:

**ARTICLE I**

The name of this corporation shall be TUCSON CACTUS AND SUCCULENT SOCIETY, INC

2. ARTICLE V is amended to read as follows:

**ARTICLE V**

The corporate existence of the TUCSON CACTUS AND SUCCULENT SOCIETY, INC. having expired on January 21, 1989, the said corporate existence is hereby renewed. The duration shall be perpetual.

3. ARTICLE XI is amended to read as follows:

**ARTICLE XI**

**MYRTLE ETHINGTON**, do the Tucson Botanical Gardens, 2150 N. Alvemon Way, Tucson, Arizona, a bona fide resident of the State of Arizona for more than three (3) years is hereby appointed the Statutory Agent for this corporation.

ARTICLES OF AMENDMENT  
OF  
TUCSON CACTUS AND SUCCULENT SOCIETY

The name of the corporation is Tucson Cactus and Succulent Society.

Attached hereto as Exhibit A is the text of each amendments adopted.

1. The amendment was adopted the 21<sup>st</sup>. day of October, 1999.
2. The amendment was duly adopted by act of the board of directors.

DATED as of this \_\_\_\_ day of February, 2000.

TUCSON CACTUS AND SUCCULENT SOCIETY, INC.

By \_\_\_\_\_

|           |           |
|-----------|-----------|
| Al Coritz | President |
| [name]    | [title]   |

EXHIBIT A

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
THE TUCSON CACTUS AND SUCCULENT SOCIETY

Article number IV is amended to read as follows:

The principal nature of the business to be transacted by this corporation is as follows:

(1) To be organized exclusively for 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, or the corresponding section of any future federal tax code.

(2) To aid in the protection and conservation of native flora of Arizona.

(3) To study and advance the knowledge of succulent plants found throughout the world.

(4) Conduct fund raising activities necessary to finance the Corporation's educational activities.

(5) To restrict the activities of the Corporation so that 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 of the Corporation. No substantial part of the activities of the Corporation shall be 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 Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

Article number VI is amended to read as follows:

The affairs of this corporation shall be conducted by an Executive Board consisting of a Board of Directors of not less than three (3) nor more than eleven (11) directors and such officers as specified in the by-laws. The Board of Directors and officers shall be elected from among the members of the corporation at the annual meeting of said members. The term of directors and officers shall be as specified in the by-laws except that not more than one-half of the directors shall be elected at any one time. Directors shall hold office until their successors are elected and have qualified. Any vacancies in the Board of Directors or officers may be filled by election by the remaining members of the Board of Directors from among the members of the corporation.

The Board of Directors shall have the power to adopt, amend and rescind by-laws for the government of the corporation, and generally to do whatever in the judgment may be necessary to promote the welfare of the corporation and to further its lawful activities.

New Article number XII is added to read as follows:

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not disposed of shall be disposed of by the Ninth District Circuit Court exclusively for such purposes or such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.