

ARTICLES OF INCORPORATION

OF

TUCSON DEFENSE BAR, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves together for the purpose of forming a nonprofit 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

The name of the Corporation shall be: TUCSON DEFENSE BAR, INC.

ARTICLE II

The principal place of business shall be 5210 East Williams Circle, Suite 800, Tucson, Pima County, Arizona 85711, with branch offices at other such places as may be established by the Board of Directors.

ARTICLE III

The purpose and initial character of affairs for which this Corporation is formed are:

(a) To associate attorneys having a common interest in the legal representation of defendants in personal injury and property damage cases;

(b) to promote the common interest of attorneys in the legal representation of said defendants;

(c) to operate as a nonprofit Corporation for state and federal legal and tax purposes;

(d) to refrain from engaging in a business ordinarily conducted for profit;

(e) to direct activities to the improvement of the legal representation of said defendants as distinguished from the performance of particular services for individual persons;

(f) to promote the exchange of information and education regarding the problems peculiar to the legal representation of said defendants, including those attorneys practicing in private

law offices, corporate legal departments, government legal and judicial organizations, and public service legal groups;

(g) to make available upon request attorney-members who specialize in specific areas for education within the membership;

(h) to support the goals and programs of the Defense Research Institute, Inc., where consistent with the goals and purposes of the Corporation;

(i) to participate in any other way in the educational advancement of the legal representation of said defendants;

(j) to raise funds for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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, as amended, (or the corresponding provisions of any future United States Internal Revenue Laws); and

(k) to have and to exercise all powers, rights, and privileges which a nonprofit corporation of the State of Arizona may by law now or hereafter have or exercise and to do and perform any and all acts and things and to transact any business not inconsistent with the law or these Articles, which may be necessary, incident to or convenient in carrying out any of the purposes of the Corporation.

#### ARTICLE IV

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 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 publication or distribution of statements for) 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) or Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522 of the

Internal Revenue Code of 1986, as amended, (or the corresponding provisions of any future United States Internal Revenue Laws).

#### ARTICLE V

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all 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 purposes as shall at the time qualify 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 consistent with the purposes of the Corporation. 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 purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VI

The time of commencement of this Corporation shall be the date on which the Articles of Incorporation shall be delivered to the Arizona Corporation Commission, and the Corporation shall remain in effect in perpetuity, unless earlier terminated by the action of its members.

#### ARTICLE VII

The Corporation shall consist of those classes, criteria, qualifications and rights of membership as are set forth in the Bylaws. The Corporation shall not have or issue shares of stock evidencing membership. Members shall not be liable for the debts, obligations or liabilities of the Corporation.

#### ARTICLE VIII

The supervision, control and direction of the Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) Directors. The Directors shall be elected in accordance with the Bylaws and shall serve until their successors are elected and qualified. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be created by the Bylaws.

#### ARTICLE IX

A Director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director. Further, a Director shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury while acting in good faith and within the scope of his official capacity. Neither this provision nor any other provisions of these Articles shall eliminate the liability of the Director for any of the following:

1. Any breach of the Director's duty of loyalty to the Corporation;
2. Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Any violation of Arizona Revised Statutes § 10-1026;
4. Any transaction from which the Director derived an improperly personal benefit; or
5. Any violation of Arizona Revised Statutes § 10-1097.

#### ARTICLE X

The members of the Corporation shall have the power to amend the Articles of Incorporation and to amend Bylaws, provided, however, that any such amendment of either the Articles of Incorporation or Bylaws shall require two-thirds (2/3) vote in accordance with the voting procedure set forth in the Bylaws.

#### ARTICLE XI

The name and address of the initial Statutory Agent of the Corporation, who has been a bona fide resident of the State of Arizona for more than three (3) years last past, is Jane L. Eikleberry, 5210 East Williams Circle, Suite 800, Tucson, Arizona 85711.

The Board of Directors may revoke this appointment of agent at any time and shall have the power to fill any vacancy in such position.

#### ARTICLE XII

The names and addresses of the Incorporators and initial Board of Directors, who are to act in the capacity of Directors until their successors are elected and qualified in accordance with the Bylaws, are:

Incorporators

Jane L. Eikleberry  
5210 East Williams Circle, Suite 800  
Tucson, Arizona 85711

Stephen Kimble  
5285 East Williams Circle, Suite 3500E  
Tucson, Arizona 85711

Charles V. Harrington  
33 North Stone, Suite 1700  
Tucson, Arizona 85701


Directors


Jane L. Eikleberry  
5210 East Williams Circle, Suite 800  
Tucson, Arizona 85711

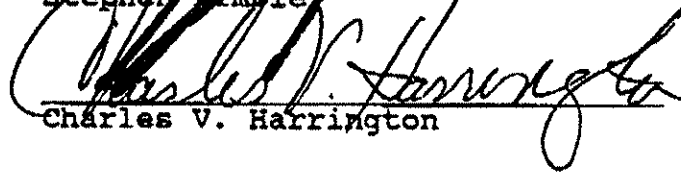
Stephen Kimble  
5285 East Williams Circle, Suite 3500E  
Tucson, Arizona 85711

Charles V. Harrington  
33 North Stone, Suite 1700  
Tucson, Arizona 85701

IN WITNESS WHEREOF, we have hereunto set our hands this \_\_\_\_  
day of \_\_\_\_\_, 19\_\_.

  
\_\_\_\_\_  
Jane L. Eikleberry

  
\_\_\_\_\_  
Stephen Kimble

  
\_\_\_\_\_  
Charles V. Harrington

STATE OF ARIZONA     )  
                              )  
COUNTY OF PIMA     )    ss.

SUBSCRIBED AND SWORN to before me this 6<sup>th</sup> day of August,  
1990, by Jane L. Eikleberry.

*Diane L. Mante*  
Notary Public

My Commission Expires:  
2-14-94

STATE OF ARIZONA     )  
                              )  
COUNTY OF PIMA     )    ss.

SUBSCRIBED AND SWORN to before me this 2<sup>nd</sup> day of August,  
1990, by Stephen Kimble.

*Mary Ann Alvarez*  
Notary Public

My Commission Expires:  
9/30/91

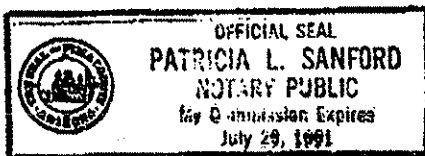
STATE OF ARIZONA     )  
                              )  
COUNTY OF PIMA     )    ss.

SUBSCRIBED AND SWORN to before me this 30 day of July,  
1990, by Charles V. Harrington.

Patricia L. Sanford  
Notary Public

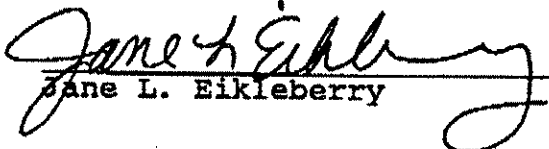
My Commission Expires:

7/29/91



CONSENT OF STATUTORY AGENT

I, Jane L. Eikleberry, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removal or resignation is submitted to accordance with the Arizona Nonprofit Corporation Law.

  
Jane L. Eikleberry



ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION

Phoenix Address: 1200 West Washington  
Phoenix, Arizona 85007

Tucson Address: 402 West Congress  
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE  
A.R.S. Sections 10-128 & 10-1084

PLEASE SEE REVERSE SIDE

TUCSON DEFENSE BAR, INC.  
EXACT CORPORATE NAME

CHECK APPROPRIATE BOX(ES) A or B  
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

- A. No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
1. Have 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. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
3. Have 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 where 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.

- B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached:
- 
- |   |  |
|---|--|
| 1. Full name and prior name(s) used.                        | 6. Social Security number.   |
| 2. Full birth name.   | 7. The nature 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.                              |  |

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION

A.R.S. Sections 10-128.01 and 10-1083

- C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? 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. Dates 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 involved and the file or cause number of the case. |
| 3. State(s) in which the corporation:                              |  |
| (a) Was incorporated.  |  |
| (b) Has transacted business.                                       |  |

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.

State of ARIZONA  
County of PIMA<sup>35</sup>

BY SEE ATTACHED DATE \_\_\_\_\_

TITLE \_\_\_\_\_

Subscribed, sworn to and acknowledged before me this  
16<sup>th</sup> DAY of August, 19 90.

BY \_\_\_\_\_ DATE \_\_\_\_\_

TITLE \_\_\_\_\_

NOTARY PUBLIC

FISCAL DATE: DECEMBER 31

My Commission expires: 2-14-94

TUCSON DEFENSE BAR, INC.

Attachment to  
Certificate of Disclosure

By Jane L. Eikberry Date August 6, 1990  
Title: Jane L. Eikberry, Incorporator/Director

By [Signature] Date August 6, 1990  
Title: Stephen Kimble, Incorporator/Director

By Charles V. Harrington Date August 6, 1990  
Title: Charles V. Harrington, Incorporator/Director