

ARIZONA GOVERNMENT COMMISSION
INCORPORATING DIVISION

Phoenix Address: 2222 West Encanto Blvd. Phoenix, Arizona 85009
Tucson Address: 403 West Congress Street Tucson, Arizona 85701

REX ALLEN'S ARIZONA COWBOY MUSEUM

EXACT CORPORATE NAME

THE UNDERSIGNED CERTIFY THAT:

Check Appropriate Box(es) "A", "B", or "C"

- A. No person serving either by election 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 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
- ☐ 1. Full name and prior names used.
- ☐ 2. Full birth name.
- ☐ 3. Present home address.
- ☐ 4. Prior addresses (for immediate preceding 7 year period).
- ☐ 5. Date and location of birth.
- ☐ 6. Social Security number.
- ☐ 7. The nature and description of each conviction or judicial action, the date and location, the court and public agency involved and the file or cause number of the case.

- C. No person (a) serving 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, has 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
- 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.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
- (a) Was incorporated.
- (b) Has transacted business.
4. A description of the bankruptcy, receivership or charter revocation, including the date, the court or agency involved and the file or cause number of the case.

Under penalties of law, the undersigned 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.

BY: Charles W. Leighton, Jr. DATE: 4-13-87
INCORPORATOR
TITLE: INCORPORATOR

BY: Greg La Freniere DATE: 4-13-87
INCORPORATOR
TITLE: INCORPORATOR

BY: Donna Belle Bethel DATE: 4-13-87
INCORPORATOR
TITLE: INCORPORATOR

324014 0022

SECRETARY OF STATE OF AZ.

AUG 21 12 33 PM '87
 DATE APPLIED
 TERM
 DATE TIME

ARTICLES OF INCORPORATION

OF

REX ALLEN'S ARIZONA COWBOY MUSEUM

517823

In compliance with the requirements of A.R.S. Section 10-1001, et seq., the undersigned, for the purpose of forming a non-profit corporation, does hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME. The name of this Corporation is REX ALLEN'S ARIZONA COWBOY MUSEUM, hereinafter called the "Corporation".

ARTICLE II. PURPOSE AND POWERS OF THE CORPORATION. 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. The Corporation shall have and exercise any and all powers, rights, and privileges which a nonprofit corporation, organized under the laws of the State of Arizona, may now or hereafter have or exercise. The fiscal year date for the corporation will be June 30th.

This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities which are not permitted to be carried on (a) by a corporation exempt from federal income tax under Section

001606

501(c)(3) of the Internal Revenue Code or (b) by a corporation
contributions to which are deductible under Section 170(c)(2) of
the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure
to the benefit of or be distributable to its members, directors,
or officers, and no dividends or pecuniary profit shall ever be
declared or paid to any of the members of the Corporation;
provided that the Corporation shall be authorized and in power to
pay a reasonable compensation for costs expended and services
rendered by designated employees and to make payments and
distributions in furtherance of the purposes set forth in these
Articles of Incorporation. Lobbying action by the Corporation
shall be limited to those allowed under the provisions of the
Internal Revenue Code, as amended by the Tax Reform Act of 1976
regulating lobbying by nonprofit corporations (or the
corresponding provisions of any subsequent federal tax laws).

ARTICLE III. INITIAL ACTIVITY. The character of affairs
which the Corporation intends initially to conduct shall be that
of the establishment of Rex Allen's Arizona Cowboy Museum through
which the cultural preservation, public education and history of
the cowboy heritage and integrity of Willcox, the Sulphur Springs
Valley area and the Southwest will be perpetuated, and doing
every other act or acts incidental to such activities.

ARTICLE IV. STATUTORY AGENT. The name and address of the
initial Statutory Agent for the Corporation is:

Henry Varga, 136 S. Haskell Ave., Willcox, Arizona 85643

1 who is and has been a resident of the State of Arizona for more
2 than three (3) years.

3 **ARTICLE V. BOARD OF DIRECTORS.** The affairs of the
4 Corporation shall be managed by a Board of Directors. The
5 persons who are to serve as Directors until the first annual
6 election of Directors or until their successors are elected and
7 qualified are:

8 Charles Wm. Leighton, Jr.

9 Gregory A. La Freniere

10 Jonnie Belle Bethel

11 The initial Board of Directors shall consist of three (3) persons
12 as indicated. Hereafter, the Directors shall be elected as set
13 forth in the Bylaws of the Corporation.

14 **ARTICLE VI. INCORPORATOR.** The name, residence and post
15 office address of the incorporators are:

16 Charles Wm. Leighton, Jr., 228 N. Curtis, Willcox, AZ 85643;

17 Gregory A. La Freniere, 1009 S. Granada, Willcox, AZ 85643;

18 Jonnie Belle Bethel, 338 S. Cochise, Willcox, AZ 85643;

19 **ARTICLE VII. MEMBERS.** The Board of Directors are
20 authorized to provide in the Corporation's Bylaws for one or more
21 classes of membership, both voting and nonvoting. The Board may
22 set out in the Bylaws the classes of membership, their method of
23 selection and any rights and duties inherent in membership.

24 **ARTICLE VIII. EXEMPTION BY LAW.** This Corporation is
25 intended to be an organization which (i) is exempt from federal
26 income tax under Section 501(c)(3) of the Internal Revenue Code

1 of 1954 and (ii) is a public charity. All terms and provisions
2 of these Articles and all operations of the corporation shall be
3 construed, applied and carried out in accordance with such
4 intent. For purposes of these Articles:

5 (1) "Public charity" means a qualified charitable
6 organization which is not a private foundation within
7 the meaning of Section 509(a)(1), (2) or (3) of the
8 Internal Revenue Code of 1954.

9 (2) "Qualified charitable organization" means an
10 organization which is organized for charitable, educa-
11 tional and scientific purposes and qualified as exempt
12 from federal income tax under Section 501(c)(3) of the
13 Internal Revenue Code of 1954.

14 (3) "Charitable, educational and scientific purposes"
15 means those purposes authorized under Section 501(c)(3)
16 of the Internal Revenue Code of 1954, which may be accom-
17 plished by the Corporation as a public charity under the
18 Internal Revenue Code of 1954; and

19 (4) Reference to any section of the Internal Revenue
20 Code of 1954 includes the corresponding provision or pro-
21 visions then in effect of any subsequent federal tax laws.

22 **ARTICLE IX. AMENDMENT TO ARTICLES.** These Article of
23 Incorporation may be amended by the affirmative vote of a
24 majority of members present and entitled to vote at a meeting
25 called and noticed for that purpose.

26 **ARTICLE X. CONDITION OF MEMBERSHIP.** The conditions and
regulations of membership and the rights and other privileges
and the classes of membership of the Corporation shall be
determined and fixed by the Bylaws of the Corporation.

ARTICLE XI. BYLAWS. The original Bylaws of the Corporation
shall be adopted by its initial Board of Directors. The power to
alter, amend, or repeal the Bylaws or adopt new Bylaws, subject
to repeal or change by action of the members, shall be vested in

1 the Board of Directors.

2 **ARTICLE XII. INDEMNIFICATION.** The Corporation shall
3 indemnify any and all of its Directors, officers, employees and
4 agents in accordance with the provisions of Arizona law.


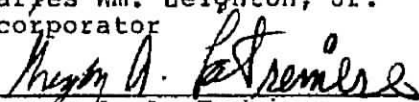

5 Indemnification pursuant to this Article shall be mandatory in
6 all circumstances where indemnification is permitted by law.

7 **ARTICLE XIII. DISSOLUTION.** No member, director, or officer
8 of the Corporation or any private individual shall be entitled to
9 share in the distribution of any of the Corporation's assets upon
10 the dissolution of the Corporation. In the event of a
11 dissolution or winding up of the Corporation, after paying or
12 making provision for the payment of all liabilities of the
13 Corporation, all assets of the Corporation shall be transferred
14 exclusively to a transferee which is organized and operated
15 exclusively for charitable, educational or scientific purposes
16 qualifying as an exempt organization or organizations under
17 Section 501 of the Internal Revenue Code of 1954, where the
18 corresponding provision of any future United States Internal
19 Revenue law, as the Board of Directors shall determine. Any such
20 assets not disposed of shall be disposed of by the Superior Court
21 of the County in which the principal office of the Corporation is
22 then located, exclusively to such organization or organizations
23 as the Court shall determine, which are organized and operated
24 for the purposes aforesaid.

25 **IN WITNESS WHEREOF,** the undersigned incorporators have
26 signed these Articles of Incorporation this 13th day of

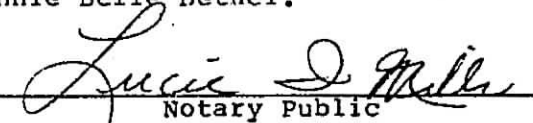
1 April , 1987.

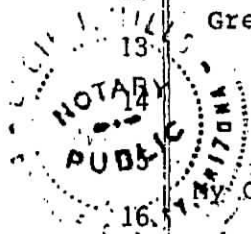
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26


Charles Wm. Leighton, Jr.
Incorporator

Gregory A. La Freniere
Incorporator

Jonnie Belle Bethel
Incorporator

STATE OF ARIZONA)
) ss.
County of Cochise)

 The foregoing instrument was acknowledged before me this
 13th day of April , 1987, by Charles Wm. Leighton, Jr.,
 Gregory A. La Freniere and Jonnie Belle Bethel.


Notary Public



My Commission Expires:
January 8, 1991

 I, HENRY VARGA, 136 S. Haskell Avenue, Willcox, Arizona
 85643, having been designated to act as Statutory Agent, hereby
 consent to act in that capacity until removal or resignation is
 submitted in accordance with the Arizona Revised Statutes.


Henry Varga Statutory Agent

LAW OFFICES OF
WILLOUGHBY, EVANS, ALLRED & HOLLAND
220 SOUTH CURTIS AVENUE
P.O. BOX 790
WILLCOX, ARIZONA 85644

August 20, 1987

Arizona Corporation Commission
Incorporating Division
415 W. Congress St.
Tucson, AZ 85701

re: Rex Allen's Arizona Cowboy Museum (non-profit)

Dear Sir:

Enclosed please find the following:

Articles of Incorporation for filing plus extra copy to be
conformed and returned to this office for publication.
Consent of Statutory Agent.
Certificate of Disclosure.
Fee in the amount of \$30.00

Thank you.

FISCAL YEAR END: June 30

Sincerely,


J. R. Evans, III