

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF PHOENIX SISTER CITIES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, whose residences and post office addresses appear opposite their respective names, have associated themselves together for the purpose of forming a non-profit corporation under the laws of the State of Arizona and do hereby adopt the following Articles of Incorporation.

Article I

The name of the corporation is and shall be Phoenix Sister Cities, Inc. (the "Corporation") doing business as Phoenix Sister Cities.

Article II

The Corporation's principal place of business shall be in Phoenix, Arizona (the "City"), but other offices may be established and maintained within or outside of the State Arizona at such places as the Board of Directors may designate, where meetings of members and directors may be held and any and all corporate business transacted.

Article III

This Corporation is organized NOT for profit and no part of its net earnings shall inure to the benefit of any member. The objects and purpose to be transacted and carried on are:

(a) To cause the people of the City of Phoenix, and the people of similar cities of international nations to acquire a better consciousness of each other, to understand one another as individuals, as members of their community, as citizens of their countries and as part of the family of nations.

(b) To foster as a consequence of such knowledge and consciousness, a continuing relationship of mutual concern between the people of the City of Phoenix and the people of its sister cities in other nations.

(c) To undertake both in seeking and in consequence of such consciousness and concern any activities and programs as will provide to one another appropriate aid and comfort, education and mutual understanding.

(d) To participate as an organization in the promoting, fostering and publicizing of state and national programs of international municipal cooperation organizations, and thereby to encourage other organizations and residents of American communities to engage and participate in such programs, to foster and promote friendly relations and mutual understanding between

peoples of American communities and peoples of nations outside of the United States of America, and to act as a coordinating body, committee, agency or counsel among those organizations, groups and individuals desiring to engage in the activities of such international municipal cooperation organizations.

(e)The Corporation shall not in any way, directly, or indirectly, engage in the carrying on of propaganda or otherwise attempt to influence legislation.

(f)To purchase, acquire, own, hold, lease either as lessee or as lessor, sell, exchange, mortgage, deed in trust, develop, construct, maintain, equip, operate, and generally deal in real property and other buildings and any and all property of any and every kind or description, whether real, personal or mixed.

(g)To enter into, make, perform, and carry out contracts of every kind for any lawful purpose with any person, firm, association, or corporation, municipality, county, state, territory, government, international entity, or other municipal or governmental subdivision.

(h)From time to time apply for, purchase, acquire, transfer, or otherwise exercise, carry out, and enjoy any benefit, right, privilege, prerogative, or power conferred by, acquired under, or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right, or privilege which any government or authority or governmental agency or corporation or other public body may be empowered to enact, make or grant.

(i)To perform and carry on any activity whatsoever which this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interest of this Corporation or to enhance or further the accomplishment of any of its powers, purposes, and objects; to conduct its business in this state, and in other states, and in the District of Columbia, the territories of the United States, and in international countries; and to hold, purchase, mortgage, and convey real and personal property either in or out of the State of Arizona, and to have and to exercise all the powers conferred by the laws of the State of Arizona upon corporations formed under the laws pursuant to and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

(j)To carry out all or any part of the foregoing objectives and purposes as principal, agent, or otherwise, either alone or in conjunction with any person, firm, association, or other corporation, and in any part of the world; and for the purpose of attaining or furthering any of its objectives or purposes, to make and perform such contracts of any kind and description, to do such acts and things, and to exercise any and all such powers as a natural person could lawfully make, perform, do or exercise, provided that the same shall not be inconsistent with the laws of the State of Arizona.

Article IV

This Corporation shall be a non-profit corporation and shall have no authorized stock and no dividends or pecuniary profits shall be declared or paid to the members thereof or to any other private individual and all of its earnings shall be used to further the purposes of this Corporation as herein above set forth.

Article V

The name and address, including the street and number of each of the incorporators, are as follows:

<u>Name</u>	<u>Address</u>
Jack Shroll	3003 North Central, Suite 2008 Phoenix, AZ 85012
Ralph Gierish	4802 West Cochise Drive Glendale, AZ 85302
Jim Leinenkugel	Arizona Bank P.O. Box 2511 Phoenix, Arizona 85002

Article VI

The time of the commencement of this Corporation shall be the day of the issuance to it of a certificate of incorporation by the Arizona Corporation Commission, and any termination thereof shall be in perpetuity, with privilege of renewal as provided by law.

Article VII

(a)The affairs and business of this Corporation shall be conducted by a Board of Directors of not less than nine (9) nor more than twenty-five (25) Phoenix Sister Cities Commission members approved by the City of Phoenix Mayor and City Council, plus the chairperson of each Sister City and Program Committee, who shall be considered a voting member of the Board of Directors for the duration of his or her term as a committee chairperson if he or she is not already a sitting member of the Board of Directors as a Commission member, and three (3) non-voting members representing the Mayor’s Office, the City Council Offices, and the City Manager’s Office to be designated by each office respectively.

(b)A Sister City Committee shall be defined as a committee to which the Board of Directors has officially delegated program authority for citizen-to-citizen relationships with an international city with which the City of Phoenix has an official sister city relationship. A Program Committee shall be defined as a committee to which the Board of Directors has officially delegated program authority for functions which involve all sister cities of the City of Phoenix, such as trade and economic development, disabilities awareness, youth and education and arts and culture. The Committees shall be set forth in the Bylaws. No individual shall serve more three consecutive terms of one year each of a Sister City or Program committee.

(c)Terms of service and succession on the Phoenix Sister Cities Commission or as a chair or member of a Sister City or Program Committee are specified in the Bylaws.

(d)The Board of Directors shall have the power by resolution to increase or decrease the Board from time to time within the limits above provided. The City Council, upon nomination from the Board of Directors or from the Mayor and City Council, may fill any vacancies which occur in the Phoenix Sister Cities Commission, whether by reason of an increase in number or for any other reason as provided in the Bylaws. Commission members may be removed from office in the manner provided by City ordinances and resolutions applicable to boards and commissions and sister city and program committee chairs may be removed from office in the manner designed in the Bylaws.

(e)The Board of Directors may prescribe the manner of making, altering, amending or repealing the Bylaws of the Corporation.

(f)The Board of Directors shall elect from its Commission members a President, a President-Elect, a Secretary, a Treasurer, and any such other officers or agents as it may determine necessary for conducting the business of the Corporation. Any two of these offices may be combined in one person; provided that no person holding more than one office may sign, in more than one capacity, any instrument required by law to be signed by two officers.

(g)Officers shall be elected by the Board of Directors annually and shall serve until their successors are elected as provided in the Bylaws.

(h)Officers and agents shall have such authority and perform such duties in the management of the affairs of the Corporation as may be prescribed in the Bylaws or by the Board of Directors-

Article VIII

The highest amount of indebtedness or liability, direct or contingent, to which this Corporation may be subject at any one time shall be such amount or amounts as may be authorized by two-thirds (2/3rds) of the votes cast with respect thereto at a lawfully held meeting of the members of the Corporation.

Article IX

The members, officers and directors of the Corporation shall not be individually liable for the Corporation's debts or other liabilities and the private property of such individuals shall be exempt from any corporate debts or liabilities.

Article X

In the event of dissolution of the Corporation, all remaining assets shall be distributed only to organizations which qualify for exemption under Section 501 (a) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation.

Article XI

There shall be such class or classes of membership as may be set forth and provided for in the Bylaws of this Corporation together with the manner of admission to membership, and such voting privileges and other privileges, obligations and rights as therein set forth.

Article XII

These Articles of Incorporation may be amended by the affirmative vote of the majority of the members present at a meeting called for that purpose, provided that in no event shall Article V hereof be altered or amended in any manner whatsoever; and, provided further, that notice of proposed amendment or amendments shall be given by written notice to the members of at least ten (10) days prior to said meeting. Amendments shall be signed and acknowledged by the President and attested to by the Secretary of the Corporation and shall be filed, recorded and published as Articles of Incorporation of private corporations are required to be; provided, however, that such publications can be dispensed with when each member signs a waiver notice.

Article XIII

The Corporation does hereby appoint Philip A. Robbins, 1900 Valley Center, Phoenix, AZ 85073, and who has been a bona fide resident of the State of Arizona for at least three (3) years, its lawful agent in and for the State of Arizona, for and on behalf of said corporation to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit, or proceeding that may be had or brought against said corporation in any of the courts in 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 by the President and Secretary of said corporation. This appointment may be revoked at any time by filing an appointment of a successor agent.

Article XIV

This Corporation shall indemnify any and all of the Directors or former Directors of the Corporation, their personal representatives and heirs. The Board of Directors may, in its sole discretion, determine to indemnify any and all of the officers and employees, or former officers and employees of the Corporation, their personal representatives and heirs, against expenses incurred by them, or judgment or penalties rendered or levied against any such person, in a legal action (whether civil, criminal, administrative or other) brought against any such person for acts or omissions alleged to have been committed by any such person while acting within the scope of his election or employment as a director, officer or employee of this Corporation; provided that in all cases the Board of Directors shall determine in good faith that such person did not act, fail to act or refuse to act willfully or with gross negligence or with fraudulent or criminal intent with regard to the matter involved in the action. If such person is both a director and an officer, he shall be entitled to indemnity as a matter of right only if the alleged actions or omissions pertain to his position as a director or as both a director and an officer, but if as an officer alone, then he shall be entitled to indemnity only if the Board of Directors shall so determine. The term expenses as used herein shall include all obligations incurred by such person for the payment of money, including, without limitation, legal fees and amounts paid in settlement of any such

