

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ARIZONA'S CHILDREN ASSOCIATION

- FIRST: The name of the Corporation is Arizona's Children Association.
- SECOND: Attached hereto as Exhibit A is a copy of the Amended and Restated Articles of Incorporation of the Corporation.
- THIRD: The amendments were adopted by the Board of Directors of the Corporation on February 3, 2018.

DATED as of this March 16, 2018.

ARIZONA'S CHILDREN ASSOCIATION, an
Arizona nonprofit corporation

By: _____


Denise Ensdorff, President & CEO

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF ARIZONA'S CHILDREN ASSOCIATION
an Arizona nonprofit corporation**

The undersigned directors, desiring to amend and restate the articles of incorporation of Arizona's Children Association (the "Corporation") under and pursuant to the laws of the State of Arizona, hereby adopt these Amended and Restated Articles of Incorporation.

ARTICLE I
NAME AND ADDRESS

The name of this corporation is Arizona's Children Association (the "Corporation"). Its principal place of business is 3716 E. Columbia St., Tucson, Arizona, 85714, but its Board of Directors may meet for the transaction of business at such other places within or without the State of Arizona as the Directors may, from time to time, designate.

ARTICLE II
DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III
PURPOSE AND POWERS

A. The Corporation is formed and organized and shall always be operated exclusively for charitable and educational activities, solely and exclusively in the interest of the general public. More specifically, the objects, purposes and nature of the business of the Corporation are to provide services for children, adults and families in Arizona, including prevention and intervention programs designated to facilitate safe and secure environments for children and such other related services as the Corporation may deem beneficial for the protection of children, adults and families. Such other related services may include reducing the trauma and incidence of sexual assault by providing treatment and promoting prevention of sexual abuse, incest, molestation and rape.

B. The Corporation's powers as aforesaid shall include, but shall not be limited to, the several powers and purposes set forth in Arizona Revised States Section 10-3302, as amended from time to time, which are hereby incorporated herein by this reference.

ARTICLE IV
TAX EXEMPT

Notwithstanding any other provision of these Articles, the Corporation shall engage only in activities consistent with its tax-exempt status and permitted to be conducted (a) by a corporation exempt from the federal income tax 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 Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE V
EARNINGS; LOBBYING; LIQUIDATION

A. The Corporation shall not be for profit or pecuniary gain and shall have no capital stock or shares; and no part of any net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Officer or Director of the Corporation; any private individual; or be appropriated for any purposes other than the purposes of the Corporation as herein set forth; provided, however, 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 as set forth herein.

B. No substantial part of the Corporation's activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation or participating or intervening in any political campaign on behalf of any candidate for public office.

C. Upon the winding up and dissolution of the Corporation, the Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of its assets to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational or religious and/or scientific purposes, and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986 as now in force or hereafter amended, as the Directors shall determine. 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, to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI
BOARD OF DIRECTORS

A. The affairs of the Corporation shall be conducted by a Board of not less than twenty (20) Directors and not more than fifty (50) Directors. The Board may adjust the number of Directors within the aforesaid limits.

The current Directors and their addresses are:

Mabel Crescioni
3716 E Columbia St
Tucson, AZ 85714

Gerald Smith Sr.
3716 E Columbia St
Tucson, AZ 85714

Cynthia R. Landin
3716 E Columbia St
Tucson, AZ 85714

Donna Brown
3716 E Columbia St
Tucson, AZ 85714

Holley Duffey Stacy
3716 E Columbia St
Tucson, AZ 85714

Renee Dinwiddie
3716 E Columbia St
Tucson, AZ 85714

Thomas J. Wisz
3716 E Columbia St
Tucson, AZ 85714

Cynthia Bozik
3716 E Columbia St
Tucson, AZ 85714

Brett Rufer
3716 E Columbia St
Tucson, AZ 85714

Jodi Peary
3716 E Columbia St
Tucson, AZ 85714

Kortney Greene
3716 E Columbia St
Tucson, AZ 85714

Anna Osborn
3716 E Columbia St
Tucson, AZ 85174

Anthony Sizer
3716 E Columbia St
Tucson, AZ 85714

Ingrid Novodvorsky
3716 E Columbia St
Tucson, AZ 85714

Ellen Howlett
3716 E Columbia St
Tucson, AZ 85714

Harold Magalnick
3716 E Columbia St
Tucson, AZ 85714

William B. Addison Jr.
3716 E Columbia St
Tucson, AZ 85714

Elizabeth Howell
3716 E Columbia St
Tucson, AZ 85714

Patricia Krueger
3716 E Columbia St
Tucson, AZ 85714

Patricia Trebesch
3716 E Columbia St
Tucson, AZ 85714

Kathleen McLaughlin
3716 E Columbia St
Tucson, AZ 85714

Nicole Garber
3716 E Columbia St
Tucson, AZ 85714

René Smith Durfee
3716 E Columbia St
Tucson, AZ 85714

Timothy Ellsworth Bowers
3716 E Columbia St
Tucson, AZ 85714

ARTICLE VII
STATUTORY AGENT

The name and address of the Corporation's statutory agent is:

Denise Ensdorff
3716 E. Columbia St.
Tucson, AZ 85714

ARTICLE VIII
PRIVATE PROPERTY

The private property of the Directors and Officers of the Corporation shall be forever exempt from the debts, obligations and liabilities of the Corporation.

ARTICLE IX
MEMBERSHIP AND CAPITAL STOCK

The Corporation shall have no capital stock of any kind. The Corporation shall not have members and the Corporation's Directors shall manage the affairs of the Corporation.

ARTICLE X
INDEMNIFICATION; LIMITATION OF DIRECTOR LIABILITY

A. No Director or Officer of the Corporation shall be personally liable for monetary damages for any action taken or any failure to take any action as a Director or Officer, except as limited by Arizona Revised Statutes, Section 10-3202(B)(1).

B. The Corporation shall indemnify any and all of its existing and former Directors and Officers to the fullest extent permitted by Arizona Revised Statutes, Section 10-3202(B)(2). If Arizona law is amended to authorize corporate action broadening the Corporation's ability to indemnify its Directors and Officers, the Corporation shall indemnify its existing and former Directors and Officers to the fullest extent permitted by Arizona law, as amended.

C. Any repeal or modification of this Article X shall not adversely affect any right or protection of any existing or former Director or Officer of the Corporation with respect to any act or omission occurring prior to or at the time of such repeal or modification.

ARTICLE XI
DISCRIMINATION NOT PERMITTED

In rendering its functions and in fulfilling its purposes, the Corporation shall not practice or permit unlawful discrimination on the basis of sex, age, race, national origin, religion, physical handicap or disability, or sexual orientation.

ARTICLE XII
AMENDMENTS

These Articles of Incorporation may be amended and the Corporation may be dissolved by the vote of two thirds (2/3) of the Directors of the Corporation; provided, however, Article II and Article IV may be amended only to the extent that changes in the applicable provisions of the federal tax codes make such changes necessary or desirable or in order for this Corporation to initially qualify or to preserve its status as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Internal Revenue Law.