



AZ CORPORATION COMMISSION
FILED

JUN 07 2012

ARTICLES OF RESTATEMENT
OF
TEAM ACA

FILE NO. 17076426

1. The name of the corporation is TEAM ACA.
2. Attached hereto as Exhibit A is a copy of the Articles of Incorporation of the Corporation fully restated to include all amendments to the Articles of Incorporation through the date of filing of this document.
3. The corporation does not have members, OR the restatement does not contain an amendment to the Articles requiring member approval, or, if applicable, approval in writing by the person or persons so specified in the Corporation's Articles of Incorporation or Bylaws. The Board of Directors of the Corporation adopted the restatement on the 9th day of May, 2012.
 The restatement does contain an amendment to the Articles requiring approval of the members. Such approval was obtained.
 The restatement does contain an amendment to the Articles requiring approval in writing by the person or persons so specified in the Corporation's Articles of Incorporation or Bylaws. Such approval was obtained.

TEAM ACA

By 

Don Cardon
Its: President

EXHIBIT A
RESTATED ARTICLES OF INCORPORATION
OF
TEAM ACA

The undersigned, having been duly authorized to do so, adopt and execute this document for the purpose of amending and restating in their entirety the articles of incorporation of TEAM ACA, an Arizona nonprofit corporation (the "Corporation"), which articles were originally filed with the Arizona Corporation Commission on September 15, 2011 as file # 1707642-6.

The following restated articles of incorporation supersede the original articles of incorporation and any amendments thereto and any prior restatements thereof. The following restated articles of incorporation correctly set forth the provisions of the Corporation's articles of incorporation, as amended through May 9, 2012, and are filed pursuant to authorization of the Corporation's Board of Directors.

ARTICLE I

Name and Duration

The name of this corporation is TEAM ACA (the "Corporation"). The Corporation's existence began when the Articles of Incorporation were filed in the office of the Arizona Corporation Commission on September 15, 2011. The period of the Corporation's duration is perpetual.

ARTICLE II

Purposes and Powers

A. **General Purposes of the Corporation.** This Corporation is organized, and will be operated exclusively for purposes and shall exercise only those powers consistent therewith granted to nonprofit corporations by the laws of the State of Arizona, which shall include, but are not limited to, these specific objectives and purposes:

- (i) to provide a national and international educational outreach to make businesses throughout the United States and in other countries aware of business opportunities in Arizona;

- (ii) to provide funding for meetings, seminars and social events to promote contacts and exchanges of opinion between business and government leaders in Arizona and in other states and countries;
- (iii) to support the efforts of economic development organizations in Arizona to promote and disseminate information about Arizona through the United States and in other countries; and
- (iv) to do any other lawful activity that qualifies under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") and the Arizona Non-profit Corporations Act.

This Corporation is organized and will be operated within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and is intended to be an organization (i) which is exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. All terms and provisions of these Articles shall be construed, applied and carried out in accordance with such intent. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

The Corporation is not organized and shall not be operated for pecuniary gain or profits. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, members, or any other private person; provided 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 herein.

The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

B. General Powers of the Corporation. The Corporation shall have any and all powers necessary or convenient for it to carry out its purposes stated in these Articles and, in addition, it shall have any and all powers necessary or convenient for it to transact any and all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended; provided, however, that the Corporation shall exercise its powers only in accordance with the provisions and limitations of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

C. Administration and Distribution of Property. The Board of Directors of this Corporation shall administer and distribute any property held by the Corporation in the manner that best serves the purpose set forth in these Articles of Incorporation.

D. References to Internal Revenue Code. Any reference in these Articles to any section of the Internal Revenue Code of 1986, as amended, shall be deemed to also refer to such corresponding provision or provisions as may be substituted therefor.

ARTICLE III

Initial Business

The character of the business which the Corporation initially intends to conduct in Arizona shall be:

- (i) to provide a national and international educational outreach to make businesses throughout the United States and in other countries aware of business opportunities in Arizona;
- (ii) to provide funding for meetings, seminars and social events to promote contacts and exchanges of opinion between business and government leaders in Arizona and in other states and countries;
- (iii) to support the efforts of economic development organizations in Arizona to promote and disseminate information about Arizona through the United States and in other countries; and
- (iv) to do any other lawful activity that qualifies under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") and the Arizona Non-profit Corporations Act.

ARTICLE IV

New Statutory Agent

The name of the initial statutory agent of the Corporation is MARISCAL WEEKS MCINTYRE & FRIEDLANDER, 2901 N. Central, Suite 200, Phoenix, Arizona 85012. The name and address of the current statutory agent of the Corporation is James R. Hinton, who is and has been a resident of Arizona for more than three years, and whose address is 201 North Central Avenue, Suite 330B, Phoenix, Arizona 85004.

ARTICLE V

Membership and Capital Stock

The Corporation shall have no voting members. The Corporation shall have no capital stock.

ARTICLE VI

Board of Directors

The affairs of this Corporation shall be conducted by a Board of Directors and such officers as the Board may from time to time elect or appoint.

The initial Board of Directors of the Corporation consisted of Don Carden. The names and addresses of the persons who currently serve as directors until their successors are elected and shall qualify are as set forth on the attached Exhibit A.

Directors shall be elected to the Board of Directors pursuant to the procedure set forth in the Corporation's Bylaws. The number and term of the directors, and the qualifications for, the classification of and rights of the directors shall be as set forth in the Corporation Bylaws. A director shall not be liable to the Corporation or its members for money damages for any action taken or any failure to take any action as a director, except for liability for any of the following: (a) the amount of the financial benefit received by a director to which the director is not entitled; (b) an intentional infliction of harm on the Corporation or the members; (c) a violation of Arizona Revised Statutes § 10-3833, as amended from time to time; and (d) an intentional violation of criminal law.

ARTICLE VII

Exemption

The incorporators, members, directors, officers and agents of the Corporation and their property shall be forever exempt from liability or assessment for its debts, obligations or encumbrances.

ARTICLE VIII

Indemnity

Subject to the further provisions hereof, the Corporation shall indemnify any and all of its existing, future and former directors, officers and employees against all expenses incurred by them and each of them, including but not limited to legal fees, judgments and penalties which may be incurred, rendered or levied in any legal action brought against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of his service as a director, officer or employee of the Corporation or as a director or officer of another corporation, partnership, joint venture, trust or enterprise at the request of this Corporation and with the specific approval of his Corporation's Board of Directors. Whenever any existing, future or former director, officer, or employee shall report to the Board that he has incurred or may incur expenses, including but not limited to legal fees, judgments and penalties in a legal action brought or about to be brought against him for

or on account of any action or omission alleged to have been committed by him while acting within the scope of his service as a director, officer, or employee of the Corporation or as a director or officer of another corporation, partnership, joint venture, trust or enterprise at the request of this Corporation and with the specific approval of this Corporation's Board of Directors, the Board shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully, with gross negligence or with fraudulent or criminal intent. If the Board determines 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 in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that the Corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the Corporation, at its own expense and through counsel of its own choosing, to defend him in the action.

The right of indemnification of any director, officer or employee of the Corporation hereinabove provided for shall be in addition to any rights set forth in the Arizona Revised Statutes, existing and as amended, and any other rights now or hereafter conferred by law.

ARTICLE IX

Incorporator

The name and address of the original incorporator was:

Les Rantz, Esq.
2901 N. Central, Suite 200
Phoenix, Arizona 85012.

ARTICLE X

Dissolution of Corporation

This Corporation may be dissolved at any time by the affirmative vote of three-fourths of its directors in office at any meeting for which 30 days' written notice of consideration of such action shall be duly given. The dissolution of the Corporation shall be accomplished consistent with the intent that the assets be held and used for the Corporation's stated purposes. Subject to the foregoing sentence, in the event of dissolution of the Corporation for any reason, the Board of Directors shall (after payment or provision for payment of all liabilities) dispose of and distribute the property then held by the Corporation to such organization or organizations as shall then be qualified under Section 501(c)(6) or Section

501(c)(3) of the Internal Revenue Code of 1986, as amended. With respect to any property not so disposed of, such property shall be disposed of and distributed to such organization or organizations as shall then be qualified under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as selected by and pursuant to an order of the court which has general jurisdiction for the county in which the principal office of the Corporation shall then be located.

ARTICLE XI

Amendments

These Articles of Incorporation may be amended by an affirmative vote of three-fourths of its directors in office at any meeting for which 5 days' written notice of consideration of such action shall be duly given; provided, however, that Article II may be amended only to the extent that future changes in the applicable provisions of the Internal Revenue Code and the Regulations pertaining thereto make such changes necessary or desirable in order for this Corporation to preserve its tax-exempt status as set forth in Article II.

In witness whereof, the undersigned has executed these Restated Articles of Incorporation this 9th day of May, 2012.



Dan Cardon, President

EXHIBIT A

<u>Name of Director</u>	<u>Address of Director</u>
Don Cardou	1 North First Street, Suite 707 Phoenix, Arizona 85004
Jerry Colangelo	1 North First Street, Suite 707 Phoenix, Arizona 85004
Ed Zito	1 North First Street, Suite 707 Phoenix, Arizona 85004
Joseph D'Amico	1 North First Street, Suite 707 Phoenix, Arizona 85004
Mary Maruscelli	1 North First Street, Suite 707 Phoenix, Arizona 85004
Bradley Vynalek	1 North First Street, Suite 707 Phoenix, Arizona 85004

Acceptance of Appointment by Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 6 day of June, 2012.


James R. Hinton