

## EXHIBIT A

### Amendments to the Articles of Incorporation East Valley Astronomy Club, Inc.

Pursuant to the laws of the State of Arizona, this document is submitted to amend the Articles of Incorporation originally filed on June 19<sup>th</sup>, 1995:

#### **ARTICLE I. NAME:**

The name of the corporation is East Valley Astronomy Club, Inc.

#### **ARTICLE II. PURPOSE:**

The purpose for which this corporation is organized is the transaction of any and all business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, and may be amended periodically, except that said corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Laws.

#### **ARTICLE III. CHARACTER OF AFFAIRS:**

The specific purpose for which this corporation is organized and intends actually to engage in this State, which shall not limit the character of the exempt activities which this corporation may ultimately conduct, are as follows: The East Valley Astronomy Club shall support education in astronomy and related sciences. The club shall present regular lectures on astronomy and related topics, provide instruction in the proper care and usage amateur astronomy equipment, conduct public star parties, and encourage its members in research efforts and their pursuit of recognition by other astronomical organizations, 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 said Section 501(c)(3), or the corresponding provisions of any future United States Internal Revenue Laws.

#### **ARTICLE IV. STATUTORY AGENT:**

The name and address of the statutory agent of this nonprofit corporation at the time of filing of these amended articles of incorporation is Peter Argenziano, 2093 E. Temple Ct., Gilbert, Arizona, 85296.

#### **ARTICLE V. PRINCIPAL (REGISTERED) OFFICE:**

The principal (registered) office of this corporation is to be located at:

East Valley Astronomy Club, Inc.

P.O. Box 2202

Mesa, Arizona 85214-2202

in the city of Mesa, County of Maricopa, State of Arizona, and may transact its business and maintain offices for such purposes at such other places either within or without this state.

**ARTICLE VI. BOARD OF DIRECTORS:**

The number of persons to serve on the Board of Directors shall be fixed by the bylaws at five members in good standing.

**ARTICLE VII. INCORPORATOR:**

The name and address of the incorporator of the nonprofit corporation is Sam Herchak, 145 S. Norfolk Circle, Mesa, Arizona, 85206. All powers, duties, and responsibilities of the incorporator ceased at the time of delivery of the original Articles of Incorporation to the Arizona Corporation Commission for filing in June, 1995.

**ARTICLE VIII. DIRECTOR'S LIABILITY:**

No director of this corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this article shall not be construed as eliminating or limiting the liability of a director for one or more of the following acts, namely (1) A breach of duty of loyalty to the corporation, (2) Any acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law, (3) The authorizing of an unlawful payment or distribution out of the corporate assets, (4) Any transaction made in the furtherance of the exempt purposes of the corporation which the director derived an improper personal benefit, or (5) Any act or acts that can be defined under the laws of this State as 'Director Conflicts Of Interest'.

**ARTICLE IX. PRIVATE PROPERTY:**

The private property of the directors, members, officers, employees and agents of the corporation shall be forever exempt from any and all debts of every kind and nature incurred by the corporation, and as authorized by the laws of this State.

**ARTICLE X. CORPORATE PROPERTY:**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE XI. LIMITATIONS:**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 the furtherance of the purposes set forth in the articles hereof. 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 publishing or distribution of statements), any political campaigns on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal

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

**ARTICLE XII. DISSOLUTION:**

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, to such organization organized and operated exclusively for charitable, educational, religious purposes under the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal Tax Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court in the County where the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE XIII. INDEMNIFICATION:**

The corporation shall indemnify every director, officer, employee and agent, or his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceedings to which he or she may be a party by reason of his or her being, or having been, a director, officer, employee or agent of the corporation, except in relation to those matters which he or she shall be adjudicated to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matter covered by the settlement as to which the indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this ARTICLE, expenses shall include amounts of judgments, penalties or fines rendered or levied against such director, officer, employee or agent, and the amounts paid in settlement by him or her shall have been first approved by the directors of this corporation. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the Bylaws or these articles.

**ARTICLE XIV. DISCRIMINATION:**

The corporation will not practice or permit discrimination on the basis of gender, age, race, national origin, religion, or physical handicap or disability.

**ARTICLE XV. ANNUAL MEETING:**

The board of directors shall meet at least once during each fiscal year at a place either within or without this State as fixed by the Bylaws.

**ARTICLE XVI. DURATION:**

The existence of this corporation shall be perpetual unless sooner terminated as provided for by law.

**ARTICLE XVII. MEMBERSHIP PROVISIONS:**

The corporation shall have classes of members. The designation of the class of members, qualifications thereof, and all rights, privileges and powers vested and reserved to members shall be fixed by the Bylaws. The right of members, or classes of members to vote, may be limited, enlarged or denied to the extent provided in the Bylaws and unless so limited, enlarged or denied each member, regardless of class, shall be entitled to one vote on each matter submitted to a vote of the members.

**ARTICLE XVIII. FISCAL YEAR:**

The fiscal year of the corporation shall end on December 31 of each year.

**I certify that this document is a true and correct copy of the amended Articles of Incorporation for East Valley Astronomy Club, Inc. as adopted by the board of directors in August 2005.**

\_\_\_\_\_ **Date:** \_\_\_\_\_

**Name: Steven Aggas**

**Title: President**