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AZ CORPORATION COMMISSION
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FILE NO. 0080382-1

COMPLETELY AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WALKER FIRE PROTECTION ASSOCIATION, INC.

This Completely Amended and Restated Articles of Incorporation of Walker Fire Protection Association, Inc. is hereby duly adopted this 25th day of May, 2013 by the Board of Directors and an action of the members.

The following Amended and Restated Articles of Incorporation supersedes the original Articles of Incorporation and all amendments thereto and all prior restatements thereof.

ARTICLE I
Corporation Name

The name of the Arizona non-profit corporation is:

WALKER FIRE PROTECTION ASSOCIATION, INC.

(the "Corporation"). The Corporation shall have perpetual duration and succession in its corporate name.

ARTICLE II
Statement of Character of Affairs

The objects and powers of the Corporation, the general nature of its business and the activities in which it may be engaged include, but, are not limited to:

All objects, purpose and powers which an Arizona non-profit corporation may engage in, including operating a fire company/fire department, providing initial emergency medical services, and assisting in the reduction of fire hazards.

The Corporation may also engage in any such other incidental activities as are appropriate in the conduct of its activities.

ARTICLE III
Names and Address of Each Person to Serve as Director

The current directors are:

Bill Loughrige
4980 E. Walker Rd.
Prescott, AZ 86303

Chuck Bowers
4980 E. Walker Rd.
Prescott AZ 86303

Russ Courtney
4980 E. Walker Rd.
Prescott, AZ 86303

Vic Hencken
4980 E. Walker Rd.
Prescott, AZ 86303

John Ohanesian
4980 E. Walker Rd.
Prescott, AZ 86303

Scott Stratmann
4980 E. Walker Rd.
Prescott, AZ 86303

Greg Stava
4980 E. Walker Rd.
Prescott, AZ 86303

each of whom will serve until their successor is duly elected and qualifies.

The names and addresses of the original incorporators were:

John A. Koenig	2409 W. St. John Road, Phoenix, Arizona 85023
Albert H. Powell	Walker Route, Prescott, Arizona 86301
Mae Russell	Walker Route, Prescott, Arizona 86301
Thomas E. Russell	Walker Route, Prescott, Arizona 86301

ARTICLE IV**Name and Street Address of the Corporation's Statutory Agent**

The Corporation hereby appoints William R. Whittington, 125 N. Granite Street, Prescott, Arizona 86301, as statutory agent for the Corporation. The Board of Directors may at any time remove the Corporation's statutory agent and appoint another statutory agent.

ARTICLE V**Street Address of the Known Place of Business**

The known place of business of the Corporation shall be at:

4980 East Walker Road, Prescott, Arizona 86303.

ARTICLE VI**Members**

The Corporation shall have members whose rights shall be defined in the Corporation's Bylaws.

ARTICLE VII**Limited Liability**

7.1 The directors, officers and members of the Corporation shall not be individually liable for the Corporation's debts or other liabilities. The private property of these individuals shall be exempt from any Corporate debts or liabilities. To the fullest extent that Arizona law permits and in accordance with and within the limits of Section 10-3202(B) of the Arizona Revised Statutes, (i) no member, director or person who serves on a board or council of the Corporation in a voluntary capacity shall be liable to the Corporation or its members for monetary damages for breach of fiduciary duty and (ii) any director or person who serves on a board or council of the Corporation in an advisory capacity shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or failure to act resulting in damage or injury. If the Arizona Revised Statutes are hereafter amended to authorize Corporate action further eliminating or limiting the personal liability of members or directors, then the liability of a member or director of the Corporation shall be eliminated or limited to the fullest extent that the Arizona Revised Statutes, as so amended, permit. Any repeal or modification of this Article VII shall not adversely affect any right or protection of a director of the Corporation existing at the time of the repeal or modification.

7.2 The Corporation shall indemnify each of its past, present and future members, directors, officers, employees and agents, which includes uncompensated or volunteer members of advisory boards and councils of the Corporation, against all expenses they incur, including, but not limited to, legal fees, costs, 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 their authority as members, directors, officers, employees, members of advisory boards or councils, or agents of the Corporation. Whenever any person reports to the President of the Corporation that a legal action has been brought or is about to be brought against the person, for or on account of any action or omission alleged to have been committed by the person while acting within the scope of the person's function as a member, director, officer, employee, advisory board or council member, or agent of the Corporation, members of the Board of Directors, who are not parties to the action, suit or proceeding, at the next regular or at a special meeting held within a reasonable time thereafter, shall determine, in good faith, whether, in regard to the matter involved in the action or contemplated action, the person acted, or failed to act, in good faith and in the manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. If the Board of Directors determines that the person did so act with regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided 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 unreasonably refuse to permit the corporation, at its own expense and through counsel of its own choosing, to defend the person in the action. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or its equivalent shall not by itself create the presumption that the person acted or failed to act other than in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. The Corporation shall provide for indemnification in accordance with this Article VII and Section 10-3850 et seq. of the Arizona Revised Statutes and to the fullest extent that Arizona law permits.

7.3 The members of the Board of Directors shall not be liable to the Corporation nor to, the Corporation's members for money damages for any action taken, or any failure to take any action, as a director, except liability for any of the following:

- 7.3.1 The amount of financial benefit received by a director, to which the director is not entitled,
- 7.3.2 An intentional infliction of harm on the corporation or the members,
- 7.3.3 A violation of Arizona Revised Statute § 10-3833,
- 7.3.4 An intentional violation of criminal law.

7.4 The Corporation shall indemnify the members of its Board of Directors from liability, as to any person for any action taken, or any failure to take any action, as a director, except liability for any of the exceptions described in the above Section 7.3.

7.5 Liability, for the purpose of this Article VII, is as defined in Arizona Revised Statutes Section 10-3850.

ARTICLE VIII Earnings and Dissolution

8.1 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 furtherance of the purposes set forth in Article II 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 campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

8.2 Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX Amendments of the Articles and/or Bylaws


9.1 Amendments to these Articles of Incorporation and/or to the Bylaws of the Walker Fire Protection Association can only be made in the following manner. The Walker Fire Protection Association Board of Directors ("Board") may vote to refer amendments to either these Articles of Incorporation and/or to the By-Laws to the members of the Walker Fire Protection Association at any regularly scheduled or special Board meeting with notice to the members. The Board must approve any such amendment referrals by a 2/3 affirmative vote of all of the members of the Board.


9.2 Once the Board approves referring any proposed amendments of either or both the Articles of Incorporation and/or the By-Laws, the revisions shall then be referred to the members. Any amendment to these Articles of Incorporation and/or to the By-Laws shall be made only by the affirmative vote of two-thirds (2/3) of the members at the annual meeting of the members and/or at any special meeting held for that purpose.

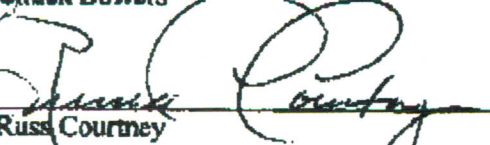
**ARTICLE X
Voluntary Dissolution**

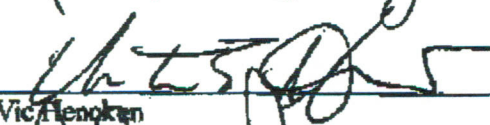
10.1 The Corporation may only be voluntarily dissolved by a 2/3 vote of the Board, followed by a 2/3 vote of all of the members of the Corporation. The members may vote on dissolution at any regularly scheduled or special meeting with notice to the members.

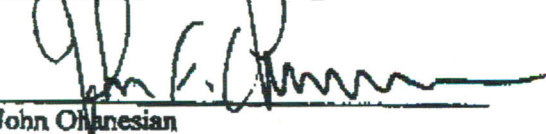
Executed this 27th day of May, 2013


Bill Loughridge



Chuck Bowers


Russ Courtney


Vic Henoken


John Ohanesian

(UNAVAILABLE FOR SIGNATURE)
Scott Stratman


RUDY EROMANN

**CONSENT TO APPOINTMENT
AS STATUTORY AGENT**

I, William R. Whittington having been designated to act as Statutory Agent of Walker Fire Protection Association, Inc., an Arizona non-profit corporation, hereby consent to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes and acknowledge notification of said appointment by said limited liability company.

DATED: July 12, 2013.


William R. Whittington