

AZ CORPORATION COMMISSION
FILED



DEC 29 2005

ARTICLES OF INCORPORATION
OF

FILE NO. 1251497-4 WHITE TANKS ROTARY FOUNDATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Arizona and for that purpose do hereby adopt these Articles of Incorporation.

ARTICLE I

NAME: The name of the corporation shall be White Tanks Rotary Foundation, Inc. The principal place of business shall be at 6423 W. Louise Drive, Glendale, Arizona 86310

ARTICLE II

The name and address of the incorporator(s):

Mary Lou Stevens 10114 W. Desert Rock Drive, Sun City, AZ 86351

ARTICLE III

PURPOSE: The purpose for which this corporation is organized is to generate a revenue stream which will be used to fund donor specified rotary and non-rotary activities, and to do all matters related thereto.

ARTICLE IV

INITIAL BUSINESS: Said corporation is organized to generate a revenue stream which will be used to fund donor specified rotary and non-rotary activities, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, including for such purpose the making of distributions to organizations that qualify as exempt organizations under any provisions of Section 501(c) of the Internal Revenue Code of 1954 as amended.

ARTICLE V

NET EARNINGS: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Articles III and IV. 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 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 of 1954 (or the corresponding provision of any further United States Internal Revenue Law) or: (b) by a

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corporation, contributions to which are deductible under Section 170(a) of the Internal Revenue Code of 1954 for the corresponding provisions of any future United States Internal Revenue Laws).

ARTICLE VI

DEVOLUTION OF ASSETS ON DISSOLUTION: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(13) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of 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, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VII

CONDUCT OF AFFAIRS: This corporation shall be a non-profit corporation and shall have no stock. The Members of the corporation are the Members of the White Tanks Rotary Club, Inc. The legal affairs of this corporation shall be conducted by the Board of Directors and such officers and committees as the Directors may from time to time appoint. The number of Directors shall be fixed by the Bylaws, but shall not exceed the maximum number of Directors permitted by law. The Directors shall serve without compensation and no Director shall receive any pecuniary benefit as a direct result of being a Director of the corporation. The initial Board of Directors named herein and any subsequent Board of Directors shall have the power to increase the size of the Board of Directors subject to the restrictions imposed by this article. Such new positions and any vacancies on the Board of Directors resulting from death, resignation or inability to serve shall be filled in a manner provided in the Bylaws. The Board of Directors shall have the exclusive power to adopt, amend and rescind the Bylaws. The Bylaws shall provide the method for election of Directors. The annual meeting of the corporation shall be held each year in December, or such later time as may be specified by notice duly given in accordance with the Bylaws. The Board of Directors together with the Members shall have the power to adopt, amend and rescind the Articles of Incorporation.

ARTICLE IX

BOARD OF DIRECTORS: There shall be no less than three (3) nor more than nine (9) Directors. The initial board is made up of four (4) Directors. The Directors are elected annually by the Members. The initial board who are to serve as Directors until the first annual meeting of Directors or until their successors are elected and qualified are:

Mary Lou Stevens	10114 W. Desert Rock Drive, Sun City, AZ 85351
Sara Jane Feldman	6423 W. Louise Drive, Glendale, AZ 85310
Darryl Henning	19820 N. Shadow Mountain Drive, Surprise, AZ 85374

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Bruce Sherwood

3211 N. Couples Drive, Goodyear, AZ 85338

ARTICLE X

INDEBTEDNESS: The highest amount of indebtedness or liability, direct or contingent, to which the corporation is at any time to subject itself, is the sum of \$1,000,000.00.

ARTICLE XI

EXEMPTIONS: The private property of the incorporators, Directors, officers, employees, members and agents of this corporation shall be forever exempt from liability for the corporation's debts or obligations.

Any person serving as a Director or serving on a committee in an advisory capacity to the corporation or Board of Directors of the corporation shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury if such person was acting in good faith and within the scope of his official capacity, unless such damage or injury is caused by willful and wanton or grossly negligent conduct of such person.

ARTICLE XII

INDEMNIFICATION: The power of indemnification under the Arizona Revised Statutes shall not be denied by the Bylaws. The personal liability of the Directors is limited and/or eliminated to the fullest extent allowed by law.

ARTICLE XIII

STATUTORY AGENT: The name and address of the initial statutory agent of the corporation is:

Mary Lou Stevens

10114 W. Desert Road Drive, Sun City, AZ 85351

IN WITNESS WHEREOF, the incorporators herunto set their hands as of this 23rd day of December, 2005.

Mary Lou Stevens
Mary Lou Stevens, Incorporator

I, Mary Lou Stevens, having been designated as statutory agent of the White Tanks Rotary Foundation, Inc., an Arizona Non-Profit Corporation, do hereby accept said position.

Mary Lou Stevens
Mary Lou Stevens, Incorporator

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1365

NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. Section 10-3202.D.

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WHITE TANKS ROTARY FOUNDATION, INC.

EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, contracts, fraud or misfeasance in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or violation of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate whereby such injunction, judgment, decree or permanent order:
 - (a) involved the violation of laws or regulations pertaining to the securities laws of that jurisdiction; or
 - (b) involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes No

B. IF YES, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or case number of case.

- C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any other corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes No

IF YOUR ANSWER TO THE ABOVE QUESTIONS IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated.
 - (b) Has transacted business.
4. Date of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or case number of the case.

D. The fiscal year end adopted by the corporation is 2000 20.

Under penalty of law, the undersigned incorporator/officer declares that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declares as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Mary Beth Thurman 12-28-05 BY _____ DATE _____
 TITLE Incorporator TITLE _____

BY _____ DATE _____ BY _____ DATE _____
 TITLE _____ TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CP: 6001 - Nonprofits
Rev: 4/01

BYLAWS
OF
WHITE TANKS ROTARY FOUNDATION, INC.

ARTICLE I - MEMBERS

Section 1 - Annual Meeting. The annual meeting of the members of the corporation shall be held either within or without the State of Arizona, at such place as the Board of Directors may designate in the notice or in a waiver thereof, during the first week of December of each, beginning with the year 2006 (or if such day be a legal holiday, then on the next succeeding day not a holiday), at the then offices of the corporation, for the purpose of electing Directors and for the transaction of such other business as may properly be brought before the meeting. The Members of the corporation are the Members of the White Tanks Rotary Club, Inc.

Section 2 - Special Meeting. Special meetings of the Members may be called by the Board of Directors or by the President and shall be called by the President or by the Secretary upon written request of the Members, at such time and at such place either within or without the State of Arizona, as may be stated in the notice or in a waiver thereof.

Section 3 - Notice of Meetings. Written notice of the place, day and hour of the annual meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered by an officer of the corporation personally or mailed not less than ten (10) days not more than fifty (50) days previous thereto to each Member entitled to vote, at his post office address appearing in the records of the corporation or at such other address as shall be furnished in writing by him/her to the corporation for such purpose. Such further notice shall be given as may be required by law or by these Bylaws. Any meeting may be held without notice if all Member entitled to vote are present in person or by proxy; or if notice is waived in writing, either before or after the meeting, by those not present.

Section 4 - Quorum. The Members entitled to vote, present in person or by proxy, shall, except as otherwise provided by law or in these Bylaws, constitute a quorum at all meetings of the Members, if there be no such quorum, the Members so present or represented may adjourn the meeting from time to time until a quorum shall have been obtained.

Section 5 - Organization of Meetings. Meetings of the Members shall be presided over by the Chairman of the Board, if there be one, or if he is not present, by the President, or, if he is not present, by a chairman to be chosen at the meeting. The Secretary of the corporation, or, in his absence, an Assistant Secretary shall act as Secretary of the meeting, if present.

Section 6 - Voting. At each meeting of Members, except as otherwise provided by law or the Articles of Incorporation, every Member entitled to vote shall be entitled to one vote in person or by proxy in his name. Each Member shall have the right to cumulative voting, and, in elections of Directors, the candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each proxy to vote shall be in writing and

signed by the Member or by his duly authorized attorney.

At all elections of Directors, the voting shall be by ballot or in such other manner as may be determined by the Members present, in person or by proxy, entitled to vote at such election. With respect to any other matters presented to the Members for their consideration at a meeting, any Members entitled to vote may, on any question, demand a vote by ballot.

A complete list of the Members entitled to vote at each such meeting, arranged in alphabetical order, with the address of each Member, shall be prepared by the officer or agents of the corporation and shall be open to the examination of any Member, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any Member who is present.

Section 7 - Adjourned Meetings. If a quorum be not present at the annual meeting, the Members present in person or by proxy may adjourn to such future time as shall be agreed upon by them and notice of such adjournment shall be mailed, postage prepaid, to each Member at least five (5) days before such adjourned meeting; but, if the quorum be present, they may adjourn from day to day as they see fit and no notice of such adjournment need be given.

Section 8 - Action by Consent. Any action required or permitted to be taken at any meeting of Members may be taken without a meeting, if a written consent or consents thereto setting forth such action, is signed by the Members of the corporation, entitled to vote.

Section 9 - Entry of Notice. Whenever a Member has been absent from any meeting, whether annual or special, any entry in the Minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such meeting was given to such Member as required by law and by these Bylaws.

ARTICLE II - DIRECTORS

Section 1 - Number, Quorum, Term, Vacancies and Removal. The Board of Directors of the corporation shall consist of not less than three (3) nor more than nine (9). The number of Directors may be changed by a resolution passed by a majority of the whole Board or by a vote of the Members of the corporation, entitled to vote.

A majority of the Members of the Board of Directors then holding office shall constitute a quorum for the transaction of business, but if at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained.

Directors shall hold office until the next annual election and until their successors shall have been elected and shall have qualified, unless soon displaced.

Whenever any vacancy shall have occurred in the Board of Directors, by reason of death, resignation or otherwise, other than removal of a Director with or without cause by a

vote of the Members, it shall be filed by a majority of the remaining Directors, though less than a quorum (except as otherwise provided by law), or by Members; and the person so chosen shall hold office until the next annual election and until his successor is duly elected and has qualified.

Any one or more of the Directors of the corporation may be removed either with or without cause at any time by a vote of the Members of the corporation, entitled to vote, and thereupon the terms of the Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled by a vote of the Members as provided in these Bylaws.

Section 2 - Meeting and Notice. Meetings of the Board of Directors shall be held at such place either within or without the State of Arizona, as may from time to time be fixed by resolution of the Board, or as may be specified in the notice or in a waiver thereof. Regular meetings of the Board of Directors shall be held at such times as may from time to time be fixed by resolution of the Board, and special meetings may be held at any time upon notice by two (2) Directors, the Chairman of the Board, if one be elected, or by the President, by oral, telegraphic or written notice, duly served on or sent or mailed to each Director not less than two (2) days before such meeting. A meeting of the Board may be held without notice immediately after the annual meeting of the Members at the same place at which such meeting was held. Notice need not be given of regular meetings of the Board. Any meeting may be held without notice, if all Directors are present, or if notice is waived in writing, either before or after the meeting, by those not present.

Section 3 - Committees. The Board of Directors may, in its discretion, by resolution passed by a majority of the whole Board, designate from among its Members one or more committees which shall consist of one or more Directors. The Board may designate one or more Directors as alternate Members of any such committee, who may replace any absent or disqualified Member at any meeting of the committee. Such committees shall have and may exercise such powers as shall be conferred or authorized by the resolution appointing them. A majority of any such committee may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board shall have power at any time to change the membership of any such committee, to fill vacancies in it, or to dissolve it.

Section 4 - Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if a written consent or consents thereto is signed by all Members of the Board, or of such committee as the case may be, and such written consent and consents is filed with the Minutes of proceedings of the Board or committee.

Section 5 - Compensation. The Board of Directors shall serve without compensation. The Board of Directors shall also have power, in its discretion, to allow a fixed sum and expenses for attendance at each regular or special meeting of the Board, or of any committee of the Board; in addition, the Board shall also have power, in its discretion, to provide for and pay to Directors rendering services to the corporation not ordinarily rendered by Directors, such as special compensation appropriate to the value of such services, as determined by the Board from time to time.

ARTICLE III - OFFICERS

Section 1 - Titles and Election. The officers of the corporation, who shall be chosen by the Board of Directors at its first meeting after each annual meeting of Members, shall be a President, a Vice President, a Secretary and a Treasurer. The Board from time to time may elect a Chairman of the Board, Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers, and such other officers and agents as it shall deem necessary, and may define their powers and duties. Any number of offices may be held by the same person, except that the same person may not be both President and Secretary.

Section 2 - Terms of Office. The officers shall hold office until their successors are chosen and qualify.

Section 3 - Removal. Any officer may be removed, either with or without cause, at any time, by the affirmative vote of a majority of the Board of Directors.

Section 4 - Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or to the Secretary. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5 - Vacancies. If the office of any officer or agent become vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Directors may choose a successor, who shall hold office for the unexpired term in respect of which such vacancy occurred.

Section 6 - Chairman of the Board. The Chairman of the Board of Directors, if one be elected, shall preside at all meetings of the Board and of the Members, and he shall have and perform such other duties as from time to time may be assigned to him by the Board of Directors.

Section 7 - President. The President shall be the chief executive officer of the corporation, and in the absence of the Chairman, shall preside at all meetings of the Board of Directors and the Members. He shall exercise the powers and perform the duties usual to the chief executive officer and, subject to the control of the Board of Directors, shall have general management, and control of the affairs and business of the corporation; he shall appoint and discharge employees and agents of the corporation (other than officers elected by the Board of Directors) and fix their compensation; and he shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall have the power to execute bonds, mortgages, and other contracts, agreements and instruments of the corporation, and shall do and perform such other duties as from time to time may be assigned to him by the Board of Directors.

Section 8 - Vice President. If chosen, the Vice President shall, in the absence or disability of the President, exercise all of the powers and duties of the President. Such Vice President shall have the power to execute bonds, notes, mortgages and other contracts, agreements and instruments of the corporation, and shall do and perform such other duties incident to the office of Vice President and as the Board of Directors or the President shall direct.

Section 9 - Secretary. The Secretary shall attend all sessions of the Board of Directors and all meetings of the Members, and record all votes and the Minutes of proceedings in a book to be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board. The Secretary shall have and be the custodian of the stock records and all other books, records and papers of the corporation (other than financial) and shall see that all books, reports, statements, certificates and other documents and records required by law are properly kept and filed.

Section 10 - Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

Section 11 - Duties of Officers May Be Delegated. In case of the absence or disability of any officer of the corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, the powers or duties, or any of them, of such officer to any officer, or to any Director.

ARTICLE IV - INDEMNIFICATION

Section 1 - Actions by Others. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that he is or was a Director, officer, employee or agent of the corporation, against expenses, including attorneys' fees, and against judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted, or failed to act, in good faith and in a manner he 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 his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person acted, or failed to act, other than in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2 - Actions by or in the Right of the Corporation. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent against expenses, including attorneys' fees but excluding judgments and fines, and, except as hereinafter set forth, amounts paid in settlement, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted, or failed to act, in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such

person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the corporation in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The court in which any such action or suit was brought may determine upon application that, in view of all circumstances of the case, indemnity for amounts paid in settlement is proper and may order indemnity for amounts paid in settlement and for the expenses, including attorneys' fees, actually and reasonably paid in connection with such application, to the extent the court deems proper.

Section 3 - Successful Defense. To the extent that a Director, officer, employee or agent of the corporation has been successful on the merits or otherwise in a defense of any action, suit or proceeding referred to in Section 1 or 2, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees actually and reasonably incurred by him in connection therewith.

Section 4 - Specific Authorization. Any indemnification under Section 1 or 2, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made by any one of the following:

(A) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding;

(B) If such quorum is not obtainable, then in a written opinion of independent legal counsel appointed by a majority of the disinterested Directors for the purpose;

(C) If there are no disinterested Directors, by the court or other body before which the action, suit or proceeding was brought or by a court of competent jurisdiction upon the approval of an application by any person seeking indemnification, in which case indemnification may include the expenses, including attorneys' fees, actually and reasonably paid in connection with such application.

Section 5 - Advance of Expenses. Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Section.

Section 6 - Nonexclusive Indemnity. The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7 - Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Section.

Section 8 - Invalidity of Any Provisions of This Article. The validity and/or enforceability of indemnification by the corporation shall be determined in compliance with Arizona Revised Statutes. The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

ARTICLE V - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1 - Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2 - Checks, Drafts, or Orders. All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the corporation.

Section 3 - Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4 - Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

ARTICLE VI - OFFICES; FISCAL YEAR; BOOKS

Section 1 - Offices. The known place of business of the corporation shall be located at its office in the County of Maricopa, State of Arizona as designated by the Board of Directors. The corporation may have other offices either within or without the State of Arizona at such places as shall be determined from time to time by the Board of Directors or the business of the corporation may require.

Section 2 - Fiscal Year. The fiscal year of the corporation begins on the first day of July and ends on the 30th day of June each year.

Section 3 - Books. There shall be kept at such office of the corporation as the Board of Directors shall determine, within or without the State of Arizona, correct books and records of account of all its business and transactions, Minutes of the proceedings of its Members, Board of Directors and committees, containing the names and addresses of the Members, and

such other books and records as the Board of Directors may from time to time determine.

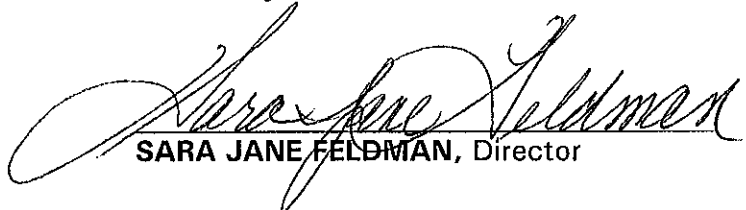
ARTICLE VII - AMENDMENTS OF BYLAWS, ARTICLES OF INCORPORATION

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Board of Directors at a meeting called for that purpose. The Articles of Incorporation may be altered, amended, or repealed by the affirmative vote of a majority of the Board of Directors and with the affirmative vote of a majority of the Members at a meeting called for that purpose.


IN WITNESS WHEREOF, the undersigned have subscribed their names this _____ day of _____, 2005.



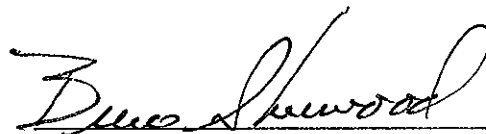
MARY LOU STEVENS, Director



SARA JANE FELDMAN, Director



DARRYL HENNING, Director



BRUCE SHERWOOD, Director

**WAIVER OF NOTICE
OF
INCORPORATORS MEETING**

The undersigned, constituting all of the incorporators of White Tanks Rotary Foundation, Inc. waive notice of the organization meeting of the incorporators and consent that the meeting be held at 9:00 a.m., on December 22, 2005, at 919 N. Dysart Road, Suite F, Avondle, Arizona, and authorize the transaction at such meeting of all business pertaining to the adoption of Articles of Incorporation and Bylaws, the election of Directors, and such other matters as may lawfully be considered.

DATED: December 22 2005



MARY LOU STEVENS

Date of this notice: 02-15-2007

Employer Identification Number:
33-1152585

Form: SS-4

Number of this notice: CP 575 E

For assistance you may call us at:
1-800-829-4933


WHITE TANKS ROTARY FOUNDATION INC
% SARA JANE FELDMAN
PO BOX 700
LITCHFIELD PARK AZ 85340

IF YOU WRITE, ATTACH THE
STUB OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 33-1152585. This EIN will identify your business account, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, please use the label we provided. If this isn't possible, it is very important that you use your EIN and complete name and address exactly as shown above on all federal tax forms, payments and related correspondence. Any variation may cause a delay in processing, result in incorrect information in your account or even cause you to be assigned more than one EIN. If the information isn't correct as shown above, please correct it using tear off stub from this notice and return it to us so we can correct your account.

To receive a ruling or a determination letter recognizing your organization as tax exempt, you should complete Form 1023 Revision 1024, Application for Recognition of Exemption at:

Internal Revenue Service
PO Box 192
Covington, KY 41012-0192

Publication 557, Tax Exempt for Your Organization, is available at most IRS offices or you can download this Publication from our Web site at www.irs.gov. This Publication has details on how you can apply.

IMPORTANT REMINDERS:

- * Keep a copy of this notice in your permanent records.
- * Use this EIN and your name exactly as they appear above on all your federal tax forms.
- * Refer to this EIN on your tax related correspondence and documents.

If you have questions, you can call or write to us at the phone number or address at the top of the first page of this notice. If you write, please tear off the stub at the end of this notice and send it along with your letter. Thank you for your cooperation.

**MINUTES OF INCORPORATORS
ORGANIZATIONAL MEETING**

The organizational meeting of the incorporators of White Tanks Rotary Foundation, Inc. was held at 9:00 a.m., on December 23 2005, at 919 N. Dysart Road, Suite F. Avondale, Arizona, pursuant to written waiver of notice of the meeting signed by all of the Incorporators.

Mary Lou Stevens being the only Incorporator, was present in person.

On motion duly made and seconded, Mary Lou Stevens was elected Chairman and Secretary of the meeting. They accepted their respective offices and proceeded with the discharge of their duties.

The Secretary presented to the meeting a written waiver of notice of the meeting, signed by all of the incorporators of the corporation. On motion duly made and seconded, it was ordered that such waiver be filed with these minutes.

The Secretary then presented to the meeting a proposed form of Articles of Incorporation. These were read and discussed, article by article, and upon motion duly made and seconded, they were unanimously adopted. The Secretary was instructed to file these Articles of Incorporation with the Corporation Commission of the State of Arizona.

The Secretary then presented to the meeting a proposed form of Bylaws for the regulation of the affairs of the corporation. The Bylaws were read and discussed, article by article, and upon motion duly made and seconded, they were unanimously adopted as the Bylaws of the corporation, and ordered included in the minutes of the meeting.

The Chairman then proposed that Mary Lou Stevens, Sara Jane Feldman, Darryl Henning, and Bruce Sherwood serve as the first Directors of the corporation. Upon motion duly made and seconded, Mary Lou Stevens, Sara Jane Feldman, Darryl Henning, and Bruce Sherwood were unanimously elected the first Directors of the corporation.

There being no further business, the meeting was adjourned.



MARY LOU STEVENS, Secretary

APPROVED BY:



MARY LOU STEVENS, Chairman

**WAIVER OF NOTICE OF
THE FIRST MEETING OF THE
BOARD OF DIRECTORS OF
WHITE TANKS ROTARY FOUNDATION, INC.**


WE, THE UNDERSIGNED, being the Board of Directors elected by the incorporators of the above-named corporation, organized under the laws of the State of Arizona, do hereby waive notice of the time and place of the First Meeting of said Board of Directors, and of the business to be transacted at said meeting.

We designate December 23, 2005, at 9:30 a.m., as the time and 919 N. Dysart Road, Suite F, Avondale, Arizona, as the place of the First Meeting of the Board of Directors. The purpose of said meeting to be the election of officers; the authorization of the issuing of the stock of said corporation; and the transaction of such other business as may be necessary.


DATED this 23rd day of December, 2005, at Avondale, Maricopa County, Arizona.




MARY LOU STEVENS



SARA JANE FELDMAN



DARRYL HENNING



BRUCE SHERWOOD

**MINUTES OF FIRST MEETING
OF THE BOARD OF DIRECTORS OF
WHITE TANKS ROTARY FOUNDATION, INC.**

The first meeting of the Board of Directors of White Tanks Rotary Foundation, Inc. was held at 919 N. Dysart Road, Suite F, Avondale, Arizona, on December 23, 2005, at 9:30 a.m.

There was present Mary Lou Stevens, Sara Jane Feldman, Darryl Henning, and Bruce Sherwood, being all of the Directors.

On motion duly made and seconded, Mary Lou Stevens was elected Chairman and Sara Jane Feldman Secretary of the meeting of the Board.

The Secretary presented to the meeting a written waiver of notice and consent to the holding of the meeting, signed by all of the Directors. On motion duly made and seconded, it was ordered that this waiver and consent should be filed with the minutes of the meeting.

The Secretary presented to the meeting the minutes of the first meeting of Incorporators of the corporation, together with a copy of the Bylaws adopted by the Incorporators at their meeting held December 23, 2005, at Avondale, Arizona.

On motion duly made and seconded, it was unanimously

RESOLVED that the minutes of the first meeting of the Incorporators of the corporation held on December 23, 2005, be and they are in all respects approved and that all action of every nature shown to have been taken or authorized is in all respects ratified, approved and confirmed.

FURTHER RESOLVED that the Bylaws adopted by the Incorporators at such first meeting are adopted by this Board as the Bylaws of this corporation.

The Chairman reported that the Articles of Incorporation of the corporation were being filed in the office of the Corporation Commission of Arizona. The Chairman reported that the Articles of Incorporation were being published required by law.

The meeting then proceeded to the election of officers to serve until the next annual meeting or until their successors are elected and qualified. The following nominations were made and seconded:

President	Mary Lou Stevens
Vice President	Sara Jane Feldman
Secretary	Darryl Henning
Treasurer	Bruce Sherwood

There being no further nominations, these persons were unanimously elected to the offices set forth opposite their respective names.

The Chairman then suggested that the Secretary of the corporation should be authorized to procure the necessary books and that the President or Vice-President of the corporation should be authorized to pay all expenses in connection with the organization of this corporation. After deliberation and discussion, on motion duly made and seconded, it was unanimously

RESOLVED that the Secretary of the corporation be and is authorized and directed to procure all corporate books, books of account, and such other books as may be required or necessary or appropriate in connection with the business of this corporation.

FURTHER RESOLVED that the President or Vice-President of this corporation be and is authorized to pay all charges and expenses incident to or arising out of the organization of this corporation, including legal services.

The Chairman stated to the meeting that it will be necessary from time to time for the corporation to borrow funds in connection with its operations and that it seemed advisable to give a continuing authority so that such borrowings could be made without further action of the Board.

On motion by the Board of Directors:

1. That this corporation borrow from time to time from such person or persons, financial institutions or corporations, such sums of money as in the judgment of the President and Vice President may be required for corporation purposes.

2. That the President and Vice President are authorized, directed and empowered in the name of this corporation to execute and deliver to the lender of any such sum or sums the note or notes of this corporation for the money so borrowed with interest at such rate or rates as they may deem advisable, and are authorized from time to time to execute renewals or extensions of the note or notes. Any such note or notes may be executed and delivered with or without the corporate seal, and the Secretary is authorized to affix the corporation seal when required.

3. That the lender of any sum of money may act upon this resolution until written notice of revocation is delivered to such lender and that the authority granted will apply with the equal force and effect to the successors in office of the President and Vice President.

After discussion, on motions duly made and seconded, it was unanimously

RESOLVED that the funds of the corporation be deposited in a bank chosen by the President or Vice President and that the printed resolutions supplied by that bank, as filled in at this meeting be deemed resolutions of this corporation duly adopted by the Board of Directors.

RESOLVED that the President or Vice President are authorized to purchase office supplies, furniture and equipment necessary to operate and maintain the business of the corporation; to procure all forms of insurance as may become necessary for the protection of

the corporation and the conduct of its business; and to procure all licenses that may be needed for the conduct of the corporation's business.

RESOLVED that the President be and is hereby authorized and empowered to sign any and all documents in connection with the leasing, purchase, sale, management or exchange of real or personal property, in the name of the corporation, for business purposes.

There being no further business, the meeting was adjourned.


SARA JANE FELDMAN

APPROVED:


MARY LOU STEVENS

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