

ARTICLES OF INCORPORATION OF A TAX-EXEMPT

FILE NO. 1128289-9

(Arizona Non-Profit Corporation)

1. The Name of the corporation is: **LAKE HAVASU HIGHER EDUCATION FOUNDATION, INC.**

2. Purpose: The purpose for which the corporation is organized is: **Provide information to the public and funding for higher education in Lake Havasu City.**

3. Character of Affairs: The character of affairs of the corporation will be: **Provide information to the public and funding for higher education in Lake Havasu City.**

4. No part of the net earning 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 Article 2. 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 of the Internal Revenue Code of (c)(3) the corresponding provision of any future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section 501 of the Internal Revenue Code of (c)(3) or the corresponding provisions of any future United States Internal Revenue Laws).

5. 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 its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501 of the Internal Revenue Code of (3)(c) the corresponding provision of any future United States Internal Revenue Laws) 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 principle 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.

6. The power of indemnification under the Arizona Revised Statutes shall not be, denied or limited by the bylaws.

7. Board of Directors: The initial board of directors shall consist of **ONE (1)** director. The name and address of the person who is to serve as the director until the first annual meeting of the members, if a member corporation, or Board of Directors, if the corporation has no members, or until his successor is elected and qualifies is:

Dr. William Ullery
735 Little Drive
Lake Havasu City, AZ 86406

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

8. Known Place of Business: In Arizona, the street address of the known place of business is:

735 Little Drive
Lake Havasu City, AZ 86406

9. Statutory Agent: In Arizona, the name and address of the statutory agent of the Corporation is:

Dr. William Ullery
735 Little Drive
Lake Havasu City, AZ 86406

10. Incorporators: The name and address of the incorporator is:

Dr. William Ullery
735 Little Drive
Lake Havasu City, AZ 86406

All powers and responsibilities of the incorporators shall cease at the time of the delivery of these Articles of Incorporation to the Arizona Corporate Commission.

11. Discrimination: The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

12. Members: The Corporation **will** have members.

EXECUTED this 29th day of March, 2004 by all of the incorporators.

Signed:  _____
Dr. William Ullery

PHONES: 928-453-2414 voice; 928-453-1186 fax, 800-345-2414 toll free

EMAIL: dbu@dbuhomes.com

Acceptance of Appointment By Statutory Agent.

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 29th day of March, 2004.

Signed  _____
Dr. William Ullery, Statutory Agent

LAKE HAVASU
HIGHER EDUCATION FOUNDATION, Inc.
BY-LAWS

March 29, 2004

PURPOSE: This is a non-profit public service corporation established to provide information to the public and funding for higher education in Lake Havasu City.

MEMBERSHIP: Any person, partnership, corporation, associates or non-governmental entity that contributes in monies, service or product with defined monetary value, to the financing and operation of the Corporation and has paid or contributed same to the Corporation. The Executive Committee may bestow honorary memberships. Formal relationships with other community organizations may be pursued.

DUES: A formal dues structure may be established by the Board should that be needed for the financial stability of the Corporation relative to the tasks at hand.

BOARD OF DIRECTORS: The initial Board and the initial Executive Committee will consist of one member, Dr. William Ullery who is also the Statutory Agent for the Corporation. From among the organizational membership once such a group is established, Dr. Ullery may enlarge the Executive Committee, to be selected from the membership, to govern the activities and finances of the Corporation. The Executive Committee serving as the Board may authorize the election of a full Board by the members and may serve as the nomination committee or appoint a nomination committee from among the members for said election. Board members shall not be paid a salary or stipend from the funds of the Corporation. Board members, upon approval by the Executive Committee, may be reimbursed for expenses normally accepted by the IRS for operational costs. The Board may hire part-time or full-time employees, as finances will allow, including a C.E.O., secretary, attorneys, etc. The Board may bestow a corporate title, and establish compensation for employees.

ELECTION OF BOARD: The process for an election of Board members will be established initially by Dr. Wm. Ullery and thereafter by the Executive Committee. Only members of the Corporation can be nominated for a position on the Board. Board members serve at the pleasure of the Executive Committee.

BOARD MEETINGS: Board meetings may be called by the Executive Committee as needed. A quorum will consist of 50% plus one (1) of currently active Board members. The Executive Committee may call board meetings on a 24-hour notice by phone, fax, and/or email. All Board business may be conducted by tele-conferencing, email, fax, mail, or in regular meetings.

OFFICERS: On a schedule to be determined by the Executive Committee, the Executive Committee may nominate a slate of officers for the Board. Only Board members may be nominated for a position of officer of the Corporation. Only members may vote for officers of

the Board. Only officers may be members of the Executive Committee. Officer positions will include: Chair, Vice Chair, Past Chair, Secretary, and Treasurer.

STANDING COMMITTEES: Committee members must be members of the Corporation. The Executive Committee may reconfigure the standing committees as needed. The initial list of standing committees shall include:

Executive Committee, will consist of the elected officers and the past chair. The Executive Committee will run the day-to-day operations of the Corporation.

Legal Committee, will include members from the legal profession. This committee will advise the Executive Committee on publications, web site operation, IRS 501 (c)(3) requirements, litigation resulting from the activities of the organization, legal initiatives appropriate for the organization, and other matters relevant to the purposes and objectives of the organization.

Finance Committee, will include members from the accounting and banking professions to insure the financial integrity of the Corporation. Members and contributors must be confident of the way money is collected, spent and reported.

Membership Committee, will develop a membership campaign to secure the broadest possible involvement of citizens of the Lake Havasu City area. Membership dues and funds contributed by members and the community at large, will be the life-blood of the Corporation. The Membership Committee will also be charged with fund-raising from organizations and individuals that cannot for various reasons, be listed as members of the Corporation.

Internet Committee, will expand and improve the Corporation's web site; www.LakeHavasuHigherEd.org The email address initially will be; dbu@LakeHavasuHigherEd.org Provision must be made to effectively display documents for public access. A bulletin board, chat room and other features related to the major focus and primary project of the Corporation will be essential. The web site is also intended to keep to a minimum, mailings, copying, phone and other typical office and corporate expenses by coordinating communication through the Internet.

BOOKS AND RECORDS: The Corporation shall keep, at its principal office for business, complete books and records of account and minutes of the proceedings of the Board. Such information may be made available to the public via the web site at the discretion of the Executive Committee.

AMENDMENT OF BY-LAWS: These By-Laws may be amended, altered, repealed or new By-Laws adopted by the affirmative vote of a majority of the whole of the Board at any regular meeting of the Board based on recommendations of the Executive Committee.

CONTRACTS: The Corporation may enter into contracts and other transactions as deemed appropriate by the Board based on recommendations of the Executive Committee. The Corporation as soon as finances permit, will secure liability insurance coverage for its officers

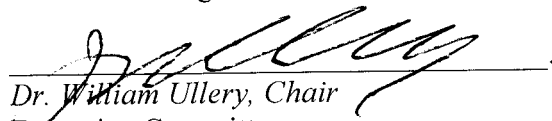
and Board members. The Legal Committee will prepare a policy on indemnifications of Executive Committee and Board members for inclusion in the By-Laws.

FINANCES: No notes or obligations of the Corporation shall be made or entered into without the authority of the Board based on recommendations of the Executive Committee.

EXECUTION OF DOCUMENTS: Unless otherwise authorized by the Executive Committee, all contracts, leases, deeds, deeds of trust, mortgages, powers of attorney, and all other documents requiring the seal of the Corporation shall be executed for and on behalf of the Corporation by the Chair or by an officer specifically authorized by the Chair to perform such duties in the absence of the Chair.

CORPORATE SEAL: The corporate seal for the Corporation shall be in the form of an Arizona Notary Public seal verifying the signature of the Chair.

CERTIFICATE OF ADOPTION: The undersigned being the Chair of the Executive Committee of said corporation, hereby certifies that the foregoing are the By-Laws adopted at the first meeting of the Executive Committee held on the 29th day of March 2004.


Dr. William Ullery, Chair
Executive Committee

**LAKE HAVASU
HIGHER EDUCATION FOUNDATION, Inc.**

735 Little Dr.

Lake Havasu City, AZ 86406

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