

EXPEDITED
AZ CORP COMMISSION
FILED

ARTICLES OF INCORPORATION
OF

2000 SEP 18 P 3 05 GREATER YUMA PORT AUTHORITY, INC.

APPR *A. Byles* An Arizona Nonprofit Corporation

DATE APPR 9-18-2000

TERM _____

DATE _____ TIME _____

0963080-7

ARTICLE I

NAME AND PERPETUAL DURATION

The name of the corporation is GREATER YUMA PORT AUTHORITY, INC. (the "Corporation"). The Corporation is a nonprofit corporation under Arizona law, A.R.S. § 10-3101, et seq. The period of duration shall be perpetual.

ARTICLE II

STATUTORY AGENT

The statutory agent of the Corporation is John Gross, whose address is 502 S. Orange Avenue, Yuma, AZ.

ARTICLE III

OFFICE

The address of the known place of business of the Corporation is 502 S. Orange Avenue, Yuma, AZ.

ARTICLE IV

PURPOSE OF THE CORPORATION

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code. The Corporation shall engage in activities solely and exclusively in the interest of the general public, shall only engage in activities permitted by nonprofit corporations under Arizona law and shall be a public purpose entity.

The Corporation is created as a cooperative regional effort of governmental entities in the Yuma County, Arizona area (the "Area"). The general purpose of the Corporation shall be to lessen the burdens of government and to erect and maintain public buildings and works by engaging in charitable activities, including such activities as (i) constructing, operating and maintaining an international port of entry along the Arizona-Mexico border in coordination with Federal agencies, (ii) establishing, operating and maintaining a foreign trade zone or expansion zone within Yuma County, Arizona (the "Area"), (iii) acquiring land in an economically depressed section of the Area, and encouraging businesses to locate new facilities in the Area, (iv) providing employment opportunities for low income residents and improving economic conditions in the Area, and (v) improving the flow of transportation in and around the Area.

The foregoing enumeration shall not be deemed to limit or restrict the general powers of the Corporation and the enjoyment and exercise thereof, as conferred by the laws of the State of Arizona under which this Corporation is formed.

ARTICLE V

EARNINGS; LOBBYING; PRIVATE FOUNDATION STATUS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its board of 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 proposes set forth herein. 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 activities not permitted to be carried on by (a) an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future federal tax code, or (b) an organization, contributions to which are deductible under section 170(c) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. Nothing in this paragraph, however, shall be construed to prohibit the Corporation from reimbursing a Member for any reasonable costs any such Member incurs as a result of the operations and activities of the Corporation or from paying funds or distributing property to its Members or other governmental entities for use by them in the exercise of their governmental purposes for the public welfare of their citizens.

If at any time the Corporation is determined to be a “private foundation” for federal tax purposes, the following provisions shall apply:

1. The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

2. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

3. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

4. The Corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

5. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

ARTICLE VI

MEMBERSHIP

The Corporation shall not have “members” within the meaning of A.R.S. §10-3140 since no person shall have the right, pursuant to the provisions of the Corporation’s articles of incorporation or bylaws, to vote for the election of a director or directors. Notwithstanding the preceding sentence, the Corporation shall have persons who are referred to herein and in the bylaws as “Members.” Membership shall be voluntary. No stock or other evidence of ownership shall be issued. The Board of Directors shall establish the selection process, qualifications, rights, duties, voting privileges, and classes of Members of the Corporation and, by a vote of 75% of the Directors then in office (provided that at least one Director appointed by each Member votes in favor of such action), may add new Members or modify or terminate such determination from time to time. Membership in the Corporation is limited to governmental units (including Federally recognized Indian Tribes) as contemplated by section 170(c)(1) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The initial Members of the Corporation shall be as follows:

Yuma County, Arizona

City of San Luis, Arizona

City of Somerton, Arizona

Cocopah Indian Tribe

ARTICLE VII

INITIAL BUSINESS

The character of business which the Corporation intends to initially actually conduct in this state is to take all such actions as may be appropriate to accomplish the purposes set forth in Article IV above.

ARTICLE VIII

BOARD OF DIRECTORS

The Board of Directors shall be composed of at least eight Directors and two additional Directors for each new Member added in addition to the initial Members. Each Member shall have the right to designate two members of the Board of Directors. A Director may be removed by his or her appointing Member at any time with or without cause. A Director's ability to participate in meetings of the Board of Directors shall be subject to such limitations as shall be provided in the bylaws should the Member appointing such Director fail to make a capital contribution in the time period provided for in the bylaws or should such Member elect to withdraw as a voting Member under the bylaws. The names and addresses of the initial Directors, who shall serve until their successors are elected and qualified are:

Joe Harper
P.O. Box 1170
San Luis, AZ 85349

Wally Hill
198 S. Main Street
Yuma, AZ 85364

John Hudson
12439 Del Rico

Yuma, AZ 85367

Jerry Hunt
330 W. 24th Street
Yuma, AZ 85364

Michael Reed
10488 Steamboat Street
Somerton, AZ 85350

Nieves Riedel
P.O. Box 3076
Somerton, AZ 85350

Paul Soto
Ave. G & Co. 15th Street
Somerton, AZ 85350

Agustin Tumbaga
P.O. Box 600
Somerton, AZ 85350

The Board of Directors may appoint ex-officio non-voting members to the Board of Directors in such manner as they shall provide for in the Corporation's bylaws.

ARTICLE IX

ORIGINAL INCORPORATOR

The name and address of the original incorporator of the Corporation is Gary Magrino, 6147 E. Gila Ridge Road, Yuma, AZ 85365

ARTICLE X

DISSOLUTION

Other than a judicial or administrative dissolution in accordance with Arizona law, the Corporation may only be dissolved upon the written consent of each member of the Board of Directors and the approval of the governing body of each Member. Upon dissolution of the Corporation, any assets remaining after payment of, or adequate provision for, the Corporation's

debts and obligations, shall be distributed to the Members. Any assets not disposed of shall be disposed of by the Superior Court of Yuma County, Arizona.

ARTICLE XI

LIMITATION OF DIRECTORS' LIABILITY

The personal liability of the directors to the Corporation for monetary damage for any action taken or any failure to take any action as a director is eliminated to the fullest extent permitted by A.R.S. § 10-3202(B)(1), as it may hereafter be amended or renumbered, or the analogous provision of any future Arizona nonprofit corporation code.

ARTICLE XII

INDEMNIFICATION

The Corporation may indemnify any person against liability and expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably suffered or incurred by reason of the fact that he/she 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, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other entity, in all circumstances in which, and to the extent that, such indemnification is permitted by A.R.S. §§ 10-3851 and 10-3856, as such provisions may hereafter be amended or renumbered, or the analogous provision of any future Arizona nonprofit corporation code. Any indemnification hereunder shall be made by the Corporation only as authorized by the Board of Directors pursuant to A.R.S. § 10-3855, as it may hereafter be amended or renumbered, or the analogous provision of any future Arizona nonprofit corporation code.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or was serving at the request of the Corporation as a director or officer, 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 had the power to indemnify him against such liability under this Article.

The indemnification herein above permitted shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law, including mandatory indemnification under A.R.S. § 10-3852.

ARTICLE XIII

AMENDMENT

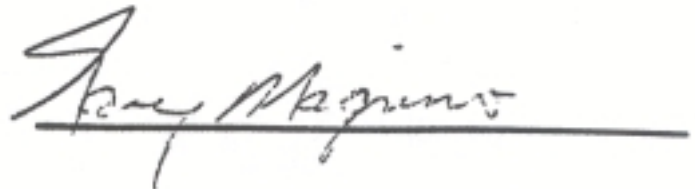
These Articles may be amended only with the written approval of 75% of members of the Board of Directors and the approval of the governing body of each Member.

ARTICLE XIV

CONFLICTS

In the case of any conflict between the terms hereof and the Bylaws, these Articles of Incorporation shall control.

DATED: 9/7/00



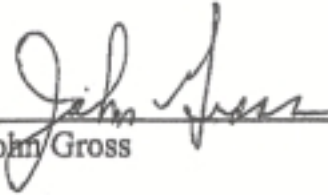
Gary Magrino, Incorporator

CONSENT OF STATUTORY AGENT

John Gross, having been designated to act as Statutory Agent, hereby consents to act in that capacity until removed or its resignation is submitted.

Dated: 9/2/00

By: _____
Name: John Gross

A handwritten signature in cursive script, appearing to read "John Gross", is written over a horizontal line. The signature is written in black ink.

CARL J. KUNASEK
CHAIRMAN

JIM IRVIN
COMMISSIONER

WILLIAM A. MUNDELL
COMMISSIONER



ARIZONA CORPORATION COMMISSION

BRIAN C. MCNEIL
EXECUTIVE SECRETARY

JOANNE C. MACDONNELL
DIRECTOR, CORPORATIONS DIVISION

ANNA MABEBE
C/O SNELL & WILMER
400 E VAN BUREN
PHOENIX, AZ 85004

RE: GREATER YUMA PORT AUTHORITY, INC.
File Number: -0963080-2

We are pleased to notify you that your Articles of Incorporation were filed on September 18, 2000.

You must publish a copy of your Articles of Incorporation. The publication must be in a newspaper of general circulation in the county of the known place of business, for three (3) consecutive publications. An affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing WITHIN NINETY (90) DAYS from the File Date.

All corporations transacting business in Arizona are required to file an Annual Report with the Commission, on the anniversary of the date of incorporation. Each year, a preprinted Annual Report Form will be mailed to you prior to the due date of the report.

If you have any questions or need further information, please contact us at (602) 542-3135 in Phoenix, (520) 628-6560 in Tucson, or Toll Free (Arizona residents only) at 1-800-345-5819.

Very truly yours,

ADLENEA BAYLESS
Examiner
Corporations Division
Arizona Corporation Commission

CF:04
Rev: 4/97