

ARTICLES OF INCORPORATION  
OF  
VENTURE OUT SOCIAL CLUB, INC.  
(A Non-Profit Corporation)

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned have this day associated themselves for the purpose of forming a non-profit corporation under the laws of the State of Arizona and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is and shall be VENTURE OUT SOCIAL CLUB, INC.

ARTICLE II

The location of its facilities shall be in Mesa, Maricopa County, Arizona, but it may establish the facilities at such other places, either within or without the State of Arizona, as the Board of Directors may from time to time determine.

ARTICLE III

This corporation is organized and shall be operated as a non-profit corporation solely and exclusively for the following purpose: To work in conjunction and cooperation with the Recreation Director of Venture Out at Mesa in planning and providing all types of recreation for its members, so that its members may commingle for their pleasure.

Subject to the limitations, restrictions and prohibitions set forth in these Articles, this corporation shall have the power:

- (i) To hold meetings, lectures and other educational and social programs, to engage speakers, to compile and distribute information, and to provide printed material, forms, recordings, and other presentations or materials for the benefit of the members;
- (ii) To act as trustee of trust funds created for furthering the purposes and objects of the corporation;
- (iii) To buy, contract for, lease, and in any other lawful way acquire, possess, hold, own, improve, develop, operate, maintain, or manage real, personal and mixed property of all kinds and descriptions and to sell, lease, exchange or otherwise dispose of the same consistent with the purposes and objects of the corporation;

- (iv) To collect dues, to engage in fund-raising activities and to incur indebtedness and obligations from time to time for any lawful corporate purpose or objective;
- (v) To accept by gift, devise, or bequest money, property or rights;
- (vi) To establish terms and conditions of membership in the corporation; and
- (vii) To do all and everything necessary, suitable and proper for the accomplishments of the purposes or attainment of the objects hereinabove set forth, either alone or in association with other individuals, corporations or partnerships and including federal, state, county and municipal bodies and authorities and in general, to do and perform such acts and transact such business in connection with the foregoing objects not inconsistent with law; provided, however, that the corporation shall not directly or indirectly perform any act or transact any business that will jeopardize the tax-exempt status of the corporation under Section 501 (c) (7) of the Internal Revenue Code and its regulations as such section and regulations now exist or may hereafter be amended or under corresponding laws and regulations hereby adopted. No part of the assets or the net earnings of the corporation, current or accumulated shall inure to the benefit of any private individual.

#### ARTICLE IV

This corporation shall be a non-profit Corporation and shall have no stock, and no dividends or pecuniary profits shall be declared or paid to the Directors hereof or to any other private individual. All earnings of the Corporation shall be used to further the purposes and objects of the Corporation as set forth in ARTICLE III.

#### ARTICLE V

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 such individuals shall be exempt from any corporate debts or liabilities.

#### ARTICLE VI

A regular annual meeting of members of the Corporation shall be held at Mesa, Arizona, or at such other place within the State of Arizona as shall be determined by the Board of Directors, on the third Tuesday of March of each year, commencing with the year 1977, unless such day shall be a legal holiday, in which event such meeting shall be held on the next succeeding business day. Notice of the meetings, issued by the Secretary, shall be posted on the Bulletin Board in the Recreation Building at Venture Out at Mesa for at least ten (10) days prior to the time appointed for the meeting; such notice shall be published in the "Venture-Outlines" in the issue immediately preceding the meeting. In the event of a tie vote, a runoff election will be held; ballots to break the tie will be made available to Active members in the

week following the regular annual meeting. The results of the election shall be posted following the annual meeting.

The control and management of the affairs of the Corporation shall be vested in a Board of Directors of not less than three (3) nor more than nine (9) members. The names of the initial Board of Directors, who shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are:

WORTH JACKSON	5001 E. Apache Trail Mesa, Arizona
PHIL COGAN	5001 E. Apache Trail Mesa, Arizona
ADDIE WINKLE	637 South Rochester Sunland Village Mesa, Arizona 85206

The election of the aforementioned Board of Directors was on November 14, 1977, Suite 1570, 100 West Washington, Phoenix, Arizona. At the first Corporate meeting in December of 1977, nine (9) Directors shall be elected. The three (3) who receive the greatest number of votes shall be elected for three (3) years each; the next three (3) for two (2) years each, the next three (3) for one (1) year each. Thereafter, at each annual meeting of the membership, the Directorships of those whose terms have expired shall be elected for a period of three (3) years, it being the intent that there shall be three (3) Directors elected at each annual membership meeting for a period of three (3) years. Only Active Members shall be eligible for election to the Board, with individual terms of office not to exceed a total of six (6) years.

The Board of Directors shall have the right to fill any vacancy occurring in the Board of Directors. The Director elected to fill such a vacancy shall serve until the next annual election. At the next annual election, Members shall elect a replacement Director to fill the remaining term of office of the Director that was vacated. The Board of Directors shall have full power to make proper rules and regulations for the transaction of the affairs of the Corporation and to appoint an executive committee to act for the Board.

The Board of Directors may engage the services of employees, including, but not limited to, an assistant treasurer, as from time to time the Board may deem necessary or advisable for objects and purposes of the Corporation.

#### ARTICLE VII

The officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. The names of the initial officers of the Corporation, who shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are:

WORTH JACKSON	President/Treasurer
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PHIL COGAN  
ADDIE WINKLE

Vice President  
Secretary

Hereafter, all the officers shall be elected immediately after the regular annual meeting of the Corporation by the members of the Board of Directors. Each officer shall hold office for a term of one (1) year or until his successor shall have been elected and qualified.

If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

#### ARTICLE VIII

Eligibility for membership in the Corporation is as follows:

1. Active Members: The owner or owners of each condominium unit in Venture Out at Mesa shall be Active Members of this Corporation, with full voting privileges. If ownership of the unit is in the name of husband or wife only, the spouse shall also be an Active Member. Ownership of more than one (1) unit does not carry multiple Active membership rights. Any member may decline or resign from membership by submitting his resignation to the Board of Directors.
2. Associate Members: Renters of condominium units and guests of unit owners who are occupying the owner's unit, may be awarded an Associate Membership under such terms and with such privileges as the Board of Directors may determine, but not to include voting privileges.

#### ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of a quorum of Active Members at a properly called meeting in accordance with the By-Laws. A quorum shall be considered as twenty-five (25 %) of the Active Members. Fiscal year of Corporation shall begin on the first day of July and end on the last day of June in each year.

#### ARTICLE X

Upon recommendation by the Board of Directors, annual dues for membership in the Corporation shall be determined by a majority vote of a quorum of Active Members at a properly called meeting in accordance with the By-Laws. A quorum shall be considered as twenty-five (25%) of the Active members. Dues for associate members shall also be determined by a vote of the active membership on recommendation of the Board of Directors.

#### ARTICLE XI

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to,

and only to a charitable organization which qualifies as an exempt organization under Section 501 of the Internal Revenue Code of 1954, as amended, or any substituted provision therefor.

## ARTICLE XII

The Corporation shall indemnify any and all of the officers and directors, or former officers or directors, of the Corporation, their personal representatives and heirs and the Board of Directors may in its sole discretion determine to indemnify any and all of the employees or former employees of the Corporation, their personal representatives and heirs, against expense incurred by them or judgments or penalties rendered or levied against any such person in a legal action (whether civil, criminal, administrative, or other) brought against any such person while acting within the scope of his/her service as a director, officer, or employee of the Corporation, provided that, in all cases, the Board of Directors shall determine in good faith that such a person did not act, fail to set, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent with regard to the matter involved in the action. The term "expenses" as used herein, shall include all obligations incurred by such person for the payment of money, including, without limitation, legal fees and amounts paid in settlement of any such action. A judgement or conviction (whether based on a plea of guilty or nolo contendere, or its equivalent after trial) shall not be conclusive as to whether the person against whom judgement is rendered acted, or failed to act, or refused to act, willfully or with gross negligence or with fraudulent or criminal intent with respect to the matter involved in the action. Any determination with respect to indemnity shall be made by resolution adopted by a majority of a quorum of the Board of Directors, excluding from such majority and quorum of any directors who have incurred expense, judgments or penalties in connection with such action, and if there is no quorum of directors who are not so excluded, then by resolution adopted by a majority of a committee of non-excluded directors and/or members appointed by the Board of Directors (all directors being eligible to participate in such appointment). The right of indemnification provided in these Articles shall not be exclusive of any other right which such directors, officers, and employees of Corporation and the other persons above-mentioned, may have or hereafter acquire. A member of any committee appointed by the Board of Directors shall have the same right of indemnification as director with respect to alleged acts or omissions by him/her as a member of such committee.

## ARTICLE XIII

The Corporation does hereby appoint DAVID L. HAGA 100 West Washington, Suite 1570, Phoenix, Arizona 85003 who has been a bona fide resident of the State of Arizona for at least three (3) years, its lawful agent in and for the State of Arizona for and on behalf of said Corporation to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceedings that may be had or brought against said Corporation in any of the Courts in said State of Arizona, such service or process or notice, or the acceptance thereof, by said agent endorsed thereon, to have the same force and effect as is served upon the President and Secretary of the Corporation.

The foregoing appointment may be revoked at any time by filing an appointment of a successor agent.

IN WITNESS WHEREOF, we, the undersigned, have hereunto signed our names, this \_\_\_\_\_ day of \_\_\_\_\_, 197\_\_\_\_.

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WORTH JACKSON  
5001 E. Apache Trail  
Mesa, Arizona

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PHIL COGAN  
5001 E. Apache Trail  
Mesa, Arizona

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ADDIE WINKLE  
637 South Rochester  
Sunland Village  
Mesa, Arizona 85206

Revised March 2017