

**EXPEDITED**

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APPR Samuel Raul  
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ARTICLES OF INCORPORATION  
OF  
POLICIA INTERNACIONAL SONORA ARIZONA, INC.

-1086686-

ARTICLE I. Name. The name of the corporation is "Policia Internacional Sonora Arizona, Inc." (the "Corporation").

ARTICLE II. Incorporator. The name and address of the incorporator is: Gerardo Navarro, 3030 North Grand Avenue, Nogales, Arizona 85621.

ARTICLE III. Statutory Agent. The name and address of the Corporation's statutory agent is: Daniel J. Coogan, 441 North Grand Avenue, Suite 13, Nogales, Arizona 85621.

ARTICLE IV. Known Place Of Business. The known place of business of the Corporation is: 3030 North Grand Avenue, Nogales, Arizona 85621.

ARTICLE V. Character Of Initial Affairs. Without limiting the character of the affairs to be conducted by the Corporation in the future, the original purpose of the Corporation shall be to promote an enhanced understanding of the relations between the Republic of Mexico and United States of America law enforcement agencies and authorities; support bi-national research on law enforcement techniques; support the research efforts of federal, state, and other non-profit organizations to improve the social welfare of the citizens of both countries; use collaborative strategies to promote improved law enforcement; and support educational forums to teach and discuss the bi-national law enforcement matters.

ARTICLE VI. Members. The Corporation shall not have members.

ARTICLE VII. Board Of Directors. The names and addresses of those persons who shall serve as directors until the first annual election of directors or until their successors are elected and qualified are: Frank Bracamonte, 3030 North Grand Avenue, Nogales, Arizona 85621; Bernie Castillo, 3030 North Grand Avenue, Nogales, Arizona 85621; Gerardo Navarro, 3030 North Grand Avenue, Nogales, Arizona 85621; Martin Marquez, 3030 North Grand Avenue, Nogales, Arizona 85621; and Johnny Villaneda, 3030 North Grand Avenue, Nogales, Arizona 85621.

ARTICLE VIII. Limitation On Director Liability. To the fullest extent that the law of the State of Arizona, as it now exists or as it may hereafter be amended, permits the elimination of or limitation on the liability of directors, no director of the Corporation shall be liable for monetary damages for any action taken or for any failure to take any action. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification. For purposes of this Article VIII, "director" includes a person who serves on a board or council of the Corporation in an advisory capacity.

ARTICLE IX. Exempt Organization. This Corporation is organized not for pecuniary profit, and it shall not have the power or authority to issue shares of stock or declare or pay dividends. No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or any other private person. Notwithstanding the foregoing, 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 these Articles Of Incorporation.

This Corporation is organized exclusively for charitable and educational purposes, and the promotion of social welfare within the meaning of Section 501(c)(3) and (4) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended) (the "Code"). The Corporation's assets will be permanently dedicated to its exempt purposes. 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 distributing 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 conduct or carry on any activities not permitted to be conducted or carried on: a) by an organization exempt under section 501(c)(3) and (4) of the Code; or b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE X. Private Foundation. Notwithstanding any other provision of these Articles, if the Corporation becomes a private foundation, as defined in Section 509 of the Code, while it is a private foundation, the Corporation: a) shall not engage in any act of self-dealing as defined in Section 4941(d); b) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942; c) shall not retain any excess business holdings as defined in Section 4943(c); d) shall not make any investments in such manner as to subject it to tax under Section 4944; and e) shall not make any taxable expenditures as defined in Section 4945(d).

ARTICLE XI. Distribution Of Assets. In the event of dissolution or final liquidation of the Corporation, none of the property of the Corporation nor any proceeds thereof shall be distributed or divided among any of the directors or officers of the Corporation or insure to the benefit of any individual.

After all liabilities and obligations of the Corporation have been paid, satisfied or discharged, or adequate provision made therefore, all remaining property and assets of the Corporation shall be distributed to one or more organizations that are organized and operated exclusively for educational or charitable purposes and that have established their tax exempt status under Section 501(c)(3) of the Code, or to a state or federal government to comply with the "organizational" test of Treasury Regulation Section 1.501(c)-1(b)(4).

ARTICLE XII. Indemnification. The fullest extent allowed under the law of the State of Arizona, as it now exists or as it may hereafter be amended, the Corporation shall indemnify its directors and officers for liability and expenses incurred by the directors or officers for any proceeding to which the director or officer was a party because of the director's or officer's position with the Corporation.

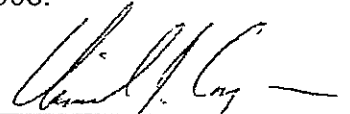
DATED this \_\_\_\_\_ day of July, 2003.

  
GERARDO NAVARRO

CONSENT OF STATUTORY AGENT  
FOR  
POLICIA INTERNACIONAL SONORA ARIZONA, INC.

The undersigned, having been designated to act as Statutory Agent, hereby consents to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes,

DATED this 17<sup>th</sup> day of July, 2003.



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DANIEL J. COOGAN

AZ. CORP COMMISSION  
FILED

APR 15 2004

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
POLICIA INTERNACIONAL SONORA ARIZONA, INC.

APPR.  
TERM  
DATE

*Paula Lemke*  
*6-24-04*

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Pursuant to the provisions of Section 10-1006, Arizona Revised Statutes, the

undersigned Corporation adopts these Articles Of Amendment to its Articles Of Incorporation:

FIRST: The name of the Corporation is POLICIA INTERNACIONAL

SONORA ARIZONA, INC.

SECOND: Article IX of the Articles of Incorporation is amended to read:

Exempt Organization. This Corporation is organized not for pecuniary profit, and it shall not have the power or authority to issue shares of stock or declare or pay dividends. No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or any other private person. Notwithstanding the foregoing, 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 these Articles Of Incorporation.

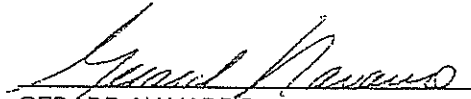
This Corporation is organized exclusively for charitable and educational purposes, and the promotion of social welfare within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended) (the "Code"). The Corporation's assets will be permanently dedicated to its exempt purposes. 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 distributing 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 conduct or carry on any activities not permitted to be conducted or carried on: a) by an organization exempt under section 501(c)(3) of the Code; or b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

THIRD: The effective date of this Articles of Amendment is April 15, 2004.

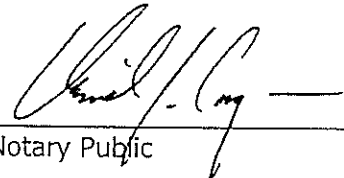
FOURTH: This Amendment was adopted by the Board of Directors without shareholder action as such shareholder action is not required.

DATED this 15<sup>th</sup> day of April 2004.

  
GERARD NAVARRO

STATE OF ARIZONA )  
  )     ss.  
County of Santa Cruz )

This Instrument was acknowledged before me this 15<sup>th</sup> day of April, 2004, by GERARD NAVARRO as President of POLICIA INTERNACIONAL SONORA ARIZONA, INC.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



DANIEL J. COOGAN  
NOTARY PUBLIC, State of Arizona  
NO. 116644  
Qualified in Pima County  
Commission Expires June 2, 2007

BYLAWS  
OF  
POLICIA INTERNACIONAL SONORA ARIZONA, INC.  
an Arizona non-profit corporation

ARTICLE I. OFFICES.

Section 1. Organization. Policia Internacional Sonora Arizona, Inc. (the "Corporation") is a non-profit corporation organized under the laws of the State of Arizona.

Section 2. Offices. The Corporation shall maintain its principal office in Nogales, Arizona or such other place within the State of Arizona as determined by the Board of Directors or as the business of the Corporation may require from time to time where all business of the Corporation may be transacted.

Section 3. Known Place Of Business. The known place of business of the Corporation, as required by Section 10-3501 of Arizona Revised Statutes to be maintained in the State of Arizona, may, but need not, be identical with the office of its statutory agent in the State of Arizona. The address of the known place of business may be changed from time to time by the Board of Directors in accordance with Section 10-3502.

ARTICLE II. PURPOSE.

Without limiting the character of the affairs to be conducted by the Corporation in the future, the original purpose of the Corporation shall be to promote an enhanced understanding of the relations between the Republic of Mexico and United States of America law enforcement agencies and authorities; support bi-national research on law enforcement techniques; support the research efforts of federal, state, and other non-profit organizations to improve the social welfare of the citizens of both countries; use collaborative strategies to promote improved law enforcement; and support educational forums to teach and discuss the bi-national law enforcement matters.

ARTICLE III. DIRECTORS.

Section 1. Powers Of Directors. The powers of the Corporation shall be exercised, and the business and affairs of the Corporation shall be managed, by its Board of Directors.

Section 2. Number. The Board of Directors shall always consist of at least one (1) director. The number of directors may be set from time to time by action of the Board of Directors, provided that no decrease shall have the effect of shortening the term of any incumbent director.

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Section 3. Election of Directors. The Board of Directors as provided in the Articles of Incorporation shall elect the first Board of Directors at the organizational meeting. Thereafter, the Board of Directors at its annual meeting shall elect directors whose terms are due to expire, and each director shall hold office for the term for which he or she is elected or until his or her successor is elected or until his or her earlier death, resignation, or removal. Each director shall have one vote for each directorship to be elected. The nominee receiving the highest number of votes in the election for each directorship shall be elected to the Board.

Section 4. Qualifications Of Directors. Any individual, whether or not a resident of the State of Arizona, is qualified to serve on the Board of Directors if duly elected in accordance with these Bylaws.

Section 5. Term Of Office. The term of office of each director shall be four years for the Chairman, three years for the Vice-Chairman and one year for all other directors. The Board of Directors may from time to time change the term of the directors.

Section 6. Resignation. Any director of the Corporation may resign at any time, by giving written notice thereof to the Board of Directors, its presiding officer, or the Corporation. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date or event, and unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors by reason of death, resignation, or removal, or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the affirmative vote of the majority of the remaining directors, although less than a quorum, or by a sole remaining director. A director elected to fill a vacancy occurring in the Board of Directors shall hold office until the next election of directors. A vacancy that will occur at a specific later date by reason of a resignation effective at a later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 8. Removal. A director may be removed, with or without cause, at a meeting called expressly for that purpose by a vote of two-thirds of the full Board of Directors then in office.

Section 9. Quorum. A majority of the number of directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, the majority of the directors may adjourn the meeting from time to time without further notice. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more directors.



Section 10. Manner Of Acting. At any meeting at which a quorum was present when the meeting was convened, the act of the majority of the directors present when a vote is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles Of Incorporation, or these Bylaws.

Section 11. Meetings. Annual meetings of the Board of Directors shall be held as set by the Board of Directors. The President or a majority of the Board of Directors may call special meetings of the Board of Directors and shall designate the time, date, and place of such meetings. All meetings may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, their participation in such a meeting to constitute presence in person.

Section 12. Notice Of Meetings. Notice of the time, date, and place of any meeting shall be delivered at least two (2) days previous thereto by written notice delivered personally, by mail or by any other commercially acceptable means of business communication, including, but not limited to, overnight mail, telex, or telecopier to each director at his or her address. If mailed, such notice shall be deemed to be delivered three (3) business days after deposit in the United States mail, so addressed, by certified delivery with postage prepaid.

Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by the Articles Of Incorporation or these Bylaws.

Section 13. Action Without A Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all directors entitled to vote consent thereto in writing specifically setting forth such action taken. Such consent shall have the same effect as a unanimous vote.

Section 14. Compensation And Expenses. Directors shall serve as such without compensation. Expenses incurred in connection with the performance of their official duties may be reimbursed to directors upon approval of the Board of Directors. A director shall not be precluded from serving the Corporation in any other capacity.

Section 15. Presumption Of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless he or she objects at the state of the meeting or promptly on the director's arrival to holding the meeting or transacting business thereat; his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or unless he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation before 5:00 p.m. on the next business day after the

meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 16. Standard Of Conduct. A director shall discharge his or her duties as a member of the board, including, but not limited to, the duties of such member as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interests of the Corporation. In discharging duties, a director is entitled to rely on information, opinions, reports, or statements including financial statements and other data, if prepared or presented by any of the following: i) one or more officers or employees of the Corporation whom the director reasonably believes are reliable and competent in the matters presented; ii) legal counsel, public accountants, or other person as to matters the director reasonably believes are within the person's professional or expert competence; and iii) a committee of or appointed by the Board of Directors of which the director is not acting in good faith if the director has knowledge that makes reliance on any of the above unwarranted. The creation or delegation of authority to, or action by, a committee of the board does not alone constitute compliance with a director's standard of conduct.

#### ARTICLE IV. COMMITTEES.

Section 1. Executive Committee. The Board of Directors, by action of a majority of the full board then in office, may designate an Executive Committee consisting of one or more directors. One of the members of the Executive Committee shall be designated as Chairman of the Executive Committee. To the extent provided in such resolution, the Executive Committee shall have and may exercise all the authority of the Board of Directors subject to the limitations provided in Section 6. of this Article.

Section 2. Other Committees. The Board of Directors, by resolutions adopted by a majority of the full Board, may appoint such other committee or committees as it shall deem advisable and with such rights, powers, and authority as it shall prescribe except as otherwise provided by law and by Section 6 of this Article. Each such committee shall consist of one or more directors, who shall be approved by a majority of the directors in office when the action is taken. The board may designate one or more alternate members of any committee who may replace any absent member at any meetings of the committee.

Section 3. Tenure. Each member of a committee shall continue as a member thereof until the expiration of his or her term as a director or his or her earlier resignation or death, unless sooner removed as a member or as a director.

Section 4. Committee Changes. The Board of Directors, with or without cause, may dissolve any committee or remove any member thereof at any time. The Board of Directors shall also have the power to fill vacancies in any committee.

Section 5. Meetings And Actions. All of the provisions by these Bylaws governing meetings and notice, waiver, quorum, and voting requirements of the Board of Directors to apply to committees and their members.

Section 6. Limitations On Committee Authority. Each committee of the Board of Directors may exercise the authority of the Board of Directors to the extent specified by the Board of Directors, provided that a committee shall not take any of the following actions: i) fill vacancies on the Board of Directors or on any of its committees; ii) adopt, amend, or repeal Bylaws of the Articles Of Incorporation; iii) liquidate or dissolve the Corporation, or transfer, dispose of, or encumber any of the properties or assets of the Corporation other than in the ordinary course of the Corporation's business; or iv) obligate the Corporation without prior approval of the Board of Directors in any transaction involving more than \$1,000.00.

#### ARTICLE V. OFFICERS.

Section 1. Number. The officers of the Corporation shall be a president, a secretary, a treasurer, and such other officers, assistant officers, and agents as may be deemed necessary by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. Election And Term Of Office. The officers of the Corporation shall be elected by a vote of the Board of Directors at the annual meeting of the Board of Directors. The President shall serve for a four year term; the Vice-President shall serve for a three year term and the Secretary, Treasurer and Sargeant-at-Arms shall each serve for a term of two years. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation, or removal.

Section 3. Resignation. An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date or event. If a resignation is made effective at a later date or event and the Corporation accepts the later effective date, its Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 4. Removal. Any officer or agent may be removed, with or without cause, by a vote of the majority of the full Board of Directors then in office whenever in its judgment the best interests of the Corporation will be served thereby, by such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, creation of a new office, or any other reason, may be filled by a vote of the Board of Directors for the unexpired portion of them.

Section 6. President. The President shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall have general charge of the business, affairs, and property of the Corporation and general supervision over its other officers and agents. The President shall chair all meetings of the Board of Directors and shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Unless otherwise prescribed by the Board of Directors, the President shall have full power and authority to attend, act, and vote on behalf of the Corporation at any meeting of the security holders of other corporations in which the Corporation may hold securities. At any such meeting, the President shall possess and may exercise any and all rights and powers incident if it had been present. The President shall further possess the power to endorse such securities for transfer on behalf of the Corporation by signing the name of the Corporation in his or her capacity as President. The Board of Directors may from time to time confer like powers upon any other person or persons.

Section 7. Secretary. The Secretary shall: i) keep the minutes of all meetings and proceedings of the Board of Directors; ii) give all notices in accordance with the provisions of these Bylaws or as required by law; iii) have charge of all the corporate books and records except for such financial books and records as are the responsibility of the Treasurer; iv) have charge of the seal of the Corporation, if any, and see that such seal is duly authorized; and v) in general perform all of the duties as, from time to time, may be assigned to him or her by the President or Board of Directors.

Section 8. Treasurer. The Treasurer shall: i) have charge and custody of and be responsible for all funds and securities of the Corporation, and all financial books, records, and accounts of the Corporation; ii) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and iii) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such form and with such surety or sureties as the Board of Directors shall determine.

Section 9. Vice-Presidents. The Board of Directors may select one or more Vice-Presidents. In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties and exercise the powers of the President and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Any Vice-President shall have such powers and perform such duties as, from time to time, may be assigned to him or her by the President or the Board of Directors.

Section 10. Additional Officers. Other officers, assistant officers, or agents elected or appointed by the Board of Directors shall perform such duties as shall be assigned to them by the President or the Board of Directors.

Section 11. Compensation And Expenses. Officers shall serve as such without salary. Expenses incurred in connection with performance of their official duties may be reimbursed to officers upon approval by the Board of Directors.

Section 12. Standard Of Conduct. If an officer has discretionary authority with respect to any duties, the officer shall discharge such duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the officer reasonably believes to be in the best interests of the Corporation. In discharging duties, an officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other data, if prepared or presented by either of the following: i) one or more officers or employees of the Corporation whom the officer reasonably believes are reliable and competent in the matters presented; and ii) legal counsel, public accountants, or other person as to matters the officer reasonably believes are within the person's professional or expert competence. An officer is not acting in good faith if the officer has knowledge that makes reliance on any of the above unwarranted.

#### ARTICLE VI. CONTRACTS, LOANS, CHECKS, AND DEPOSITS.

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, 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 confirmed to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by the Corporation to its directors or officers.

Section 3. Checks And Other Instruments. All checks, drafts, or other orders for the 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.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VII. CORPORATE SEAL.

The Board of Directors may provide a corporate seal which, in such event, shall be circular in form, shall have inscribed thereon the name of the Corporation, the year of its incorporation, and the state of incorporation. The seal shall be in the custody of the Secretary.

ARTICLE VIII. WAIVER OF NOTICE.

Whenever any notice is required to be given to any director of the Corporation, a waiver thereof in writing signed by such director, whether before or after the time stated herein, shall be equivalent to the giving of such notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when the director attends such meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE IX. AMENDMENT OF BYLAWS.

These Bylaws may be altered, amended, or repealed or new Bylaws adopted by a majority vote of the full Board of Directors then in office.

ARTICLE X. NON-PROFIT OPERATION.

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its directors or officers without full consideration. The Corporation may contract in due course with its directors and officers without violating this provision.

ARTICLE XI. AFFILIATED TRANSACTIONS AND INTERESTED DIRECTORS.

Section 1. Affiliated Transactions. No contract or other transaction between the Corporation and Interested Person (as hereinafter defined), including the sale, lease or exchange of property to or from Interested Persons, the lending or borrowing of monies to or from Interested Persons by the Corporation or the payment of compensation by the Corporation for services provided by Interested Persons, shall be void or voidable solely because of the relationship or interest between the Corporation and the Interested Persons or because any Interested Person is present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such transaction or because his, her, or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of any Interested Person(s); or

(b) The contract or transaction is fair and reasonable to the Corporation at the time the contract or transaction is authorized, approved, or ratified in the light of circumstances known to those entitled to vote thereon at that time.

As used herein, the term "Interested Persons" shall mean any director or officer of the Corporation, or any corporation, firm, association, or other entity in which one or more of the Corporation's directors or officers are directors, officers or members, or are financially interested.

Any person seeking to establish that a contract or transaction described herein is void or voidable for any reason set forth herein shall first prove, by a preponderance of the evidence, that the provisions of subparagraphs (a) and (b) of Section 1 are not applicable.

Section 2. Determining Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies the contract or transaction.

Section 3. Loans To Directors And Officers. Notwithstanding anything herein to the contrary, the Corporation shall not lend money to or use its credit to assist its directors, whether or not employees or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment of the loan.

## ARTICLE XII. VOTING.

Section I. Voting. Each agency which participates in the Corporation by having representatives attend at least 50% of the regularly scheduled meetings in the prior calendar year shall have the right to cast a maximum of five votes. (Example: If Agency "A" only has one person attending meetings then only one vote can be cast for that Agency. If Agency "B" has 3 persons attending meetings then that Agency has a right to 3 votes). Voting may occur by written proxy of an authorized voter.

ACCEPTED this \_\_\_\_ day of \_\_\_\_\_, 200\_\_.

\_\_\_\_\_  
President

ATTESTED:

\_\_\_\_\_  
Secretary



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