

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTHERN ARIZONA CHESS ASSOCIATION**

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

The name of the corporation shall be: SOUTHERN ARIZONA CHESS ASSOCIATION.

ARTICLE II

The principal place of business of the SOUTHERN ARIZONA CHESS ASSOCIATION shall be Tucson, Pima County, Arizona.

ARTICLE III

The purpose or purposes for which the corporation is organized are as follows:

1. To broaden and develop chess as art and recreation, as a significant element of culture in Arizona. The Association will work toward this end by instruction of the public on a subject useful to the individual for the purpose of improving or developing his capabilities in the game of chess. The Association will conduct public discussion groups, forums, panels, lectures and other forms of public education in schools and in other public places. The Association will cooperate with chess clubs, schools and other groups and institutions throughout Arizona in teaching chess and conducting tournaments. The Association will be affiliated with the United States Chess Federation.
2. To receive donations from the general public to enable the Association to conduct chess matches and tournaments and to award trophies and prizes to successful contestants.
3. To purchase, lease or otherwise acquire real and personal property and to sell, mortgage, or otherwise dispose of or encumber such property of whatever kind or description as may be necessary and proper in the pursuit of the objectives of the Association.

4. To borrow or raise money to any amount allowed by the laws of the State of Arizona by the sale or issue of bonds, notes, debentures, or other obligations of any nature, and to secure the same by mortgage or other liens upon any and all of the property, real and personal, of every kind or description, or any portion thereof, of this corporation, whether at the time owned or thereafter acquired.
5. To levy dues and other assessments against the members in order to finance the operation of the Association.

ARTICLE IV

INITIAL BUSINESS: The corporation is organized initially and exclusively for educational purposes in connection with the game of chess, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 III hereof. 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 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 future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI

Upon the dissolution of the corporation, the Board of Trustees 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)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees 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 purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

This is a non-profit corporation. The indebtedness shall not exceed five Million (\$5,000,000.00) Dollars.

ARTICLE VIII

The annual meeting shall be held at a time to be fixed in accordance with the Bylaws of this corporation.

ARTICLE IX

The Statutory Agent is Jim Wilson, 5931 North Jaynes Circle, Tucson, Arizona 85741.

ARTICLE X

The private property of the members, officers and trustees are forever exempt from the debts and obligations of this corporation.

ARTICLE XI

These Articles of Incorporation may be amended in the following manner. The Board of Trustees shall first adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting within the time and in such manner provided in the Bylaws for the giving of a notice of meetings of members. The proposed amendment shall be adopted upon receiving at least two-thirds (2/3) of the votes which the members present at such meeting are entitled to cast. Any number of amendments may be submitted and voted upon at any one meeting.

ARTICLE XII

There shall be no fewer than three (3) trustees. The number of trustees shall be determined in accordance with the Bylaws. Elections of trustees shall be governed by the Bylaws.

ARTICLE XIII

The personal liability of a trustee or director of this corporation, or of a person serving on a board or council in an advisory capacity, to the corporation or its members for monetary damages for breach of fiduciary duty as a trustee is eliminated or limited to the maximum extent permitted by Arizona law.

The Trustees may also be the incorporators of this corporation. The incorporators are:

Donald Schroeder

David Brooks

Spencer Lower

These Amended and Restated Articles of Incorporation were duly adopted by the Members of the Corporation at its Annual Member Meeting on July 16, 2000.

DATED as of _____, 2000.

Jim Wilson, President

ATTEST:

Robert Giffords, Secretary