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ARIZONA CORPORATION COMMISSION  
INCORPORATING DIVISION

Phoenix Address: 1200 West Washington  
Phoenix, Arizona 85007

Tucson Address: 402 West Congress  
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE  
A.R.S. Sections 10-128 & 10-1084

PLEASE SEE REVERSE SIDE

PART-TIME FACULTY ASSOCIATION OF  
THE MARICOPA COUNTY COMMUNITY COLLEGE DISTRICT,  
EXACT CORPORATE NAME INC.

CHECK APPROPRIATE BOX(ES) A or B  
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

- A. No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
  - 1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
  - 2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
  - 3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate where such injunction, judgment, decree or permanent order:
    - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
    - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
    - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction.

- B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached:
  - 1. Full name and prior name(s) used.
  - 2. Full birth name.
  - 3. Present home address.
  - 4. Prior addresses (for immediate preceding 7-year period).
  - 5. Date and location of birth.
  - 6. Social Security number.
  - 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION  
A.R.S. Sections 10-128.01 and 10-1083

- C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? YES \_\_\_ NO X

- IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:
- 1. Name and address of the corporation.
  - 2. Full name, including alias and address of each person involved.
  - 3. State(s) in which the corporation:
    - (a) Was incorporated.
    - (b) Has transacted business.
  - 4. Dates of corporate operation.
  - 5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency involved and the file or cause number of the case.

Under penalties of law, the undersigned incorporators/Officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete.

State of ARIZONA )  
County of Maricopa ) ss

Subscribed, sworn to and acknowledged before me this  
5<sup>th</sup> DAY of Sept., 19 85

Shannon O'Hara  
NOTARY PUBLIC

My Commission Expires Feb. 1, 1989

My Commission expires: \_\_\_\_\_

BY [Signature] DATE 9/5/85  
TITLE Incorporator/Director

BY [Signature] DATE 9/5/85  
TITLE Incorporator  
FISCAL DATE: 12/31

OCT 04 1985  
X LC

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AZ. CORP. COMMISSION  
FOR THE STATE OF AZ.  
FILED

SEP 13 1 56 PM '65

ARTICLES OF INCORPORATION  
OF  
PART-TIME FACULTY ASSOCIATION  
OF THE MARICOPA COUNTY  
COMMUNITY COLLEGE  
DISTRICT, INC.

APPR Arthur Thomas  
DATE APR 10 1965 FILED  
TERM \_\_\_\_\_  
DATE \_\_\_\_\_ TIME \_\_\_\_\_

179005-5

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves together for the purpose of forming a nonprofit 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: PART-TIME FACULTY ASSOCIATION OF THE MARICOPA COUNTY COMMUNITY COLLEGE DISTRICT, INC.

ARTICLE II

The principal place of business shall be Phoenix, Maricopa County, Arizona.

ARTICLE III

The purpose for which this Corporation is organized is the transaction of any or all lawful business for which nonprofit Corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE IV

The Corporation is organized exclusively to establish a professional association of Part-time educators in college, secondary and primary educational institutions within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, including for such purpose the making of distributions to organizations that qualify as exempt organizations under Section 501(e)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws);

ARTICLE V

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 IV. 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(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provision of any future United States Internal Revenue Law) or: (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, (or the corresponding provisions of any future United States Internal Revenue Laws).

ARTICLE VI

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 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 purpose 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 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 principal 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.

ARTICLE VII

The annual meeting is to be held at a place within or without the state as fixed by the bylaws.

ARTICLE VIII

The name and address of the initial statutory agent of the Corporation is:

Edmund Y. Nomura  
5103 East Thomas Road  
Phoenix, Arizona 85018

ARTICLE IX

BOARD OF DIRECTORS: There shall be no less than three (3) Directors. The names and addresses of the persons who are to serve as Directors until the first annual meeting of Directors or until their successors are elected and qualified are:

Herbert J. Green,  
7130 East Gary Road,  
Scottsdale, Arizona 85254

Albert Feldman  
1051 South Dobson Road, #9  
Mesa, Arizona 85202

Steven Jenkins,  
3001 North 16th Avenue,  
Phoenix, Arizona 85015

Margaret E. Sherwood  
2145 West Broadway Road  
Apartment #1  
Mesa, Arizona 85202

ARTICLE X

The Incorporators of this Corporation are:

Herbert J. Green  
7130 East Gary Road  
Scottsdale, Arizona 85254

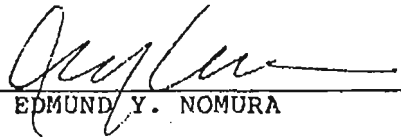
Edmund Y. Nomura  
5103 East Thomas Road  
Phoenix, Arizona 85018

DATED this 5<sup>th</sup> day of August, 1985.

  
HERBERT J. GREEN

  
EDMUND Y. NOMURA

I, Edmund Y. Nomura, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed, or resignation is submitted in accordance with the Arizona Revised Statutes.

  
EDMUND Y. NOMURA

STATE OF ARIZONA )  
 ) ss.  
County of Maricopa )

The foregoing instrument was acknowledged before me  
this 5<sup>th</sup> day of September, 1985, by HERBERT J. GREEN.

Shannon O'Hara  
Notary Public

My Commission Expires:  
My Commission Expires Feb. 1, 1989

STATE OF ARIZONA )  
 ) ss.  
County of Maricopa )

The foregoing instrument was acknowledged before me  
this 5<sup>th</sup> day of September, 1985, by EDMUND Y. NOMURA.

Shannon O'Hara  
Notary Public

My Commission Expires:  
My Commission Expires Feb. 1, 1989