

AZ CORPORATION COMMISSION  
FILED



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MAY 26 2005

**"EXP"** ARTICLES OF INCORPORATION

FILE NO. 1205093-9

OF

**SAN LUIS FACILITY DEVELOPMENT CORPORATION**  
(An Arizona Nonprofit Corporation)

KNOW ALL MEN BY THESE PRESENTS THAT:

The undersigned, being a natural person of the age of 18 years or more, and a resident of the State of Arizona, acting as an Incorporator of a Corporation under Section 10-3101 et seq. of the Arizona Revised Statutes (the "Arizona Nonprofit Code"), as amended, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the Corporation is SAN LUIS FACILITY DEVELOPMENT CORPORATION (hereinafter referred to as the "Corporation").

**ARTICLE II**

**DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III**

**REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be:

767 North First Avenue, P.O. Box 1170, San Luis, Arizona 85349

and the name of the initial registered agent at such address is:

Rosalicia Cordova, 767 North First Avenue, P.O. Box 1170, San Luis, Arizona 85349

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**ARTICLE IV**

**PURPOSES, POWERS AND OBJECTS**

**Section 4.01. Purposes.** The Corporation is organized exclusively for the purpose of financing, owning and/or operating one or more public projects in the State of Arizona (collectively, the "Project") that effect economic development in the City of San Luis, Arizona (the "City") or the County of Yuma (the "County"), and to otherwise provide facilities, equipment and other physical plant and related support to the Project.

**Section 4.02. Powers.** The Corporation shall have the following powers:

(a) To receive and maintain a fund or funds of real or personal property, or both, and to use and apply the whole or any part of the income therefrom and the principal thereof for the purposes as hereinabove set forth.

(b) To have one or more offices and to conduct and carry on any of its business at any place in the State of Arizona as may be determined by the Board of Directors.

(c) To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate or otherwise deal in and with real, personal and mixed property of all kinds and any rights or interest therein for any purposes of the Corporation and the Project.

(d) To borrow money and secure the repayment of monies borrowed for any purpose of the Corporation.

(e) To have and exercise any and all of those powers specified in the Arizona Nonprofit Code.

(f) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objectives or furtherance of any of the powers hereinbefore set forth, either alone or in corporation with other corporations, firms, governmental authorities or individuals, and to do every other act or acts, thing or things incidental or appurtenant to and growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which the Corporation is organized.

**ARTICLE V**

**DISSOLUTION**

No individual of the Corporation shall have any right, title or interest in the assets of the Corporation. The Corporation may dissolve and wind up its affairs in the manner now or hereafter permitted or provided by the Arizona Nonprofit Code. 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, transfer all of the assets of the Corporation to the City. Any

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such assets not so disposed of shall be disposed of by a court of competent jurisdiction for 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 VI**

**DIRECTORS**

The number of Directors who shall conduct and manage the affairs of the Corporation shall be five. The names of the persons and their addresses constituting the first Board of Directors, are:

Rosalicia Cordova  
767 North First Avenue  
P.O. Box 1170  
San Luis, AZ 85349

Nep Ramirez  
767 North First Avenue  
P.O. Box 1170  
San Luis, AZ 85349

Nieves Garcia Riedel  
767 North First Avenue  
P.O. Box 1170  
San Luis, AZ 85349

Rosa Varela  
767 North First Avenue  
P.O. Box 1170  
San Luis, AZ 85349

John Starkey  
767 North First Avenue  
Post Office Box 1170  
San Luis, Arizona 85349

Directors may be removed and vacancies on the Board of Directors shall be filled as provided by the Bylaws.

The Corporation shall indemnify its Directors to the full extent permitted by Arizona law. The personal liability of a Director to the Corporation for monetary damages for breach of fiduciary duty as a Director shall be limited to the full extent provided by Arizona law.

**ARTICLE VII**

**OFFICERS**

The Board of Directors may appoint a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers or assistant officers as the Board of Directors believes will be in the best interest of the Corporation. The officers shall have such duties as may be prescribed in the Bylaws of the Corporation and shall serve at the pleasure of the Board of Directors.

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### ARTICLE VIII

#### COMPENSATION

No compensation shall be paid to the Directors or officers of the Corporation, as such, for their services. However, nothing herein contained shall be construed to preclude the Corporation from paying any Director or officer reasonable compensation for other services rendered by such Directors or officers consistent with the purposes of the Corporation.

### ARTICLE IX

#### BYLAWS

The Corporation may adopt Bylaws which shall contain provisions not inconsistent with these Articles of Incorporation, setting forth the rights, privileges, powers, duties and responsibilities of the Directors and officers. The Directors of the Corporation, as may be provided in the Bylaws, shall have the power, from time to time, to make, alter and amend the Bylaws as they shall deem proper for the management of the affairs of the Corporation.

### ARTICLE X

#### COVENANTS REGARDING OPERATIONS

- (a) The Corporation shall not have any employees or engage in any business or activity other than in connection with or relating to the activities permitted in Article IV hereof.
- (b) The Corporation shall not consolidate or merge with or into any other entity or convey, transfer or lease its properties and assets substantially as an entirety to any entity through liquidation, dissolution or otherwise.
- (c) The Corporation shall not dissolve or liquidate, in whole or in part, if any obligation under the Indenture of Trust (the "Indenture"), between the Corporation and corporate trustee named therein, as trustee, is outstanding (or any obligation refunding such obligation is outstanding).
- (d) The funds and other assets of the Corporation shall not be commingled with those of any other entity.
- (e) The Corporation shall not hold itself out as being liable for the debts of any other entity.
- (f) The Corporation shall not form, or cause to be formed, any subsidiaries nor shall the Corporation acquire any interest as a general or limited partner in any partnership or as a member in any limited liability company.

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(g) The Corporation shall act solely in its corporate name and through its duly authorized officers or agents in the conduct of its business, and shall conduct its business so as not to mislead others as to the identity of the entity with which they are concerned.

(h) The Corporation shall maintain corporate records and books of account and shall not commingle its corporate records and books of account with the corporate records and books of account of any other entity. The books of the Corporation may be kept (subject to any provision contained in the statutes) inside the State of Arizona at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

(i) The Board of Directors of the Corporation shall hold appropriate meetings to authorize all of its corporate actions. Regular meetings of the Board of Directors shall be held not less frequently than once per annum.

(j) The Corporation shall at all times ensure that its capitalization is adequate in light of its business and purpose.

(k) Except to the extent set forth in an Indenture, no guarantees of loans or other indebtedness to third parties shall be made by the Corporation.

(l) No director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director to the extent the elimination or limitation thereof is prohibited by Title 10 of the Arizona Revised Statutes, as amended from time to time. For the purposes of this Article, the term "director" includes a trustee and a person who serves on the board or council of the Corporation in an advisory capacity.

(m) The income of the Corporation shall not inure to the benefit of any private person.

**ARTICLE XI**

**OTHER INDEBTEDNESS**

Except to the extent set forth in the Indenture, the Corporation shall not incur, assume or guaranty any indebtedness.

**ARTICLE XII**

**ASSETS**

The Corporation shall not transfer to any person or entity any assets of the Corporation except pursuant to the Indenture.

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**ARTICLE XIII**

**BANKRUPTCY/INSOLVENCY**

The Corporation shall not, without the affirmative vote of the entire Board of Directors of the Corporation, (a) institute any proceedings to adjudicate the Corporation as bankrupt or insolvent, (b) consent to the institution of bankruptcy or insolvency proceedings against the Corporation, (c) file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy with respect to the Corporation, (d) consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of its property, (e) make any assignment for the benefit of the Corporation's creditors; (f) cause the Corporation to admit in writing its inability to pay its debts generally as they become due; or (g) take any action, or cause the Corporation to take any action, in furtherance of any of the foregoing (any of the above foregoing actions, a "Bankruptcy Action"). No Director or officer of the Corporation shall (to the extent permitted by applicable law) be liable to the Corporation on account of such Director's or officer's good faith reliance on the provisions of this Article and the Corporation shall not have any claim for breach of fiduciary duty or otherwise against any Director or officer for failing to take any Bankruptcy Action.

**ARTICLE XIV**

**MEMBERSHIP**

The Corporation shall not have any members or membership rights as such terms are defined in the Arizona Nonprofit Code.

**ARTICLE XV**

**INCORPORATOR**

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Jorge C. Albala	8601 North Scottsdale Road Suite 300 Scottsdale, Arizona 85253-2742

-120 5097.9

## ARTICLE XVI

### AMENDMENT

The right is expressly reserved to amend these Articles of Incorporation or any Article herein in any manner or respect now or hereafter permitted or provided for by the Arizona Nonprofit Code; provided, however, the Corporation shall not amend, alter, change or repeal any provision contained in these Articles of Incorporation without the unanimous vote in favor thereof of the entire Board of Directors.

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26<sup>th</sup> IN WITNESS WHEREOF, I, the undersigned incorporator, have set my hand, as of the  
day of May, 2005.

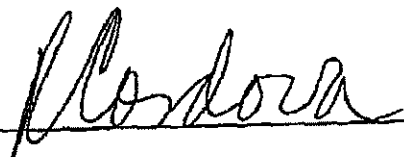
Jorge C. Albala  
Jorge C. Albala, Incorporator

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**ACCEPTANCE OF APPOINTMENT AS STATUTORY AGENT**

Rosalicia Cordova, having been designated to act as Statutory Agent for San Luis Economic Development Corporation, hereby consents to act in that capacity until removed or her resignation is submitted.

Dated: May 20, 2005.



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ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington  
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress  
Tucson, Arizona 85701-1347

NONPROFIT  
CERTIFICATE OF DISCLOSURE  
A.R.S. Section 10-3202.D.

San Luis Facility Development Corporation  
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. 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. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
  3. 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 wherein 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?

Yes  No

B. IF YES, the following information MUST be attached:

- |   |  |
|---|--|
| 1. Full name and prior name(s) used.                        | 6. Social Security number.   |
| 2. Full birth name.   | 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. |
| 3. Present home address.                                    |  |
| 4. Prior addresses (for immediate preceding 7-year period). |  |
| 5. Date and location of birth.                              |  |

C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of 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, or administratively dissolved by any jurisdiction?

Yes  No

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.   | 4. Dates of corporate operation.  |
| 2. Full name, including alias and address of each person involved.  | 5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case. |
| 3. State(s) in which the corporation: <ol style="list-style-type: none"> <li>(a) Was incorporated.</li> <li>(b) Has transacted business.</li> </ol> |   |

D. The fiscal year end adopted by the corporation is 10/01/05.

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, and hereby declares as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY John Starkey DATE 5-23-05 BY Jorge C. Alcala DATE 5-26-05  
 TITLE John Starkey, Community Development Services Department TITLE Jorge C. Alcala, Incorporator

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CF: 0001 - Non-Profit  
Rev: 9/00

ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington  
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress  
Tucson, Arizona 85701-1347

NONPROFIT  
CERTIFICATE OF DISCLOSURE

A.R.S. Section 10-3202.D.

San Luis Facility Development Corporation  
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. 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. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
  3. 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 wherein 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?

Yes \_\_\_ No X

B. IF YES, 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.

C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of 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, or administratively dissolved by any jurisdiction?

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 and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is 10/01/2005.

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, and hereby declares as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DISCOVERY DATE.

BY Mendora DATE 5/23/05  
 TITLE Rosalinda Cordova, City Administrator/City Clerk

BY Nep Ramirez DATE 5/23/05  
 TITLE Nep Ramirez, Finance Director

BY Rosa Varela DATE 5/23/05  
 TITLE Rosa Varela, Counsel Member

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.  
CF: 0001 - Non-Profit  
Rev: 9/00

**KUTAK ROCK LLP**

SUITE 300  
8601 NORTH SCOTTSDALE ROAD  
SCOTTSDALE, ARIZONA 85253-2742

480-429-5000  
FACSIMILE 480-429-5001

www.kutakrock.com

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OMAHA  
PASADENA  
RICHMOND  
WASHINGTON  
WICHITA

JORGE C. ALBALA  
jorge.albala@kutakrock.com  
(480) 429-5000

May 26, 2005

VIA FACSIMILE 602-542-4100

Arizona Corporation Commission  
Incorporation Division - **EXPEDITED**  
1300 West Washington  
Phoenix, AZ 85007

RECEIVED

MAY 26 2005

ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION

Re: San Luis Facility Development Corporation

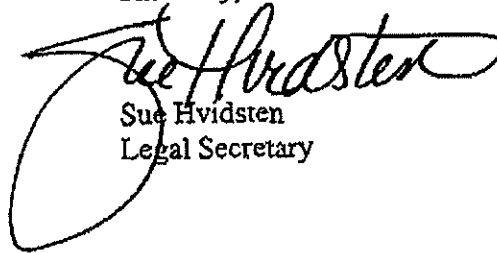
Dear Sir or Madam:

For the purpose of forming a corporation, attached are the Articles of Organization ("Articles") and Nonprofit Certificate of Disclosure ("Certificate") for the above-referenced company. Please provide me with an approved set of these Articles and Certificate.

Please bill fees for this transaction to our account number 001511.

Should you have any questions or comments, please contact me at 480-429-5000.

Sincerely,



Sue Hvidsten  
Legal Secretary

Attachment

SUITE 300  
8601 NORTH SCOTTSDALE ROAD  
SCOTTSDALE, ARIZONA 85253-2742  
480-429-5000  
FACSIMILE 480-429-5001

**FACSIMILE TRANSMISSION**

DATE: May 26, 2005

TO: ARIZONA CORPORATION COMMISSION

NAME	FAX NO.	PHONE NO.
INCORPORATION DIVISION EXPEDITED	602-542-4100	602-542-3135

If you experience any problems in receiving these pages, please call (480) 429-4875 as soon as possible. Thank you.

FROM: Jorge C. Albala

EMPL. NO.: 5087

SECRETARY: Sue Hvidsten

RE: San Luis Facility Development Corporation

CLIENT NUMBER: 154405-2	
NUMBER OF PAGES, INCLUDING COVER PAGE: 12	CONFIRM: YES

MESSAGE:

PLEASE EXPEDITE THIS REQUEST AND CHARGE THE APPLICABLE FEES TO ACCOUNT NUMBER 001511.

PLEASE ACKNOWLEDGE RECEIPT OF THE DOCUMENT TYPE DESCRIBED HEREIN.

Thank you.

RECEIVED

MAY 26 2005

ARIZONA CORP. COMMISSION  
CORPORATIONS DIVISION

**CONFIDENTIAL FACSIMILE TRANSMISSION**

The information contained in this facsimile and the accompanying pages is intended solely for the addressee(s) named above. If you are not an addressee, or responsible for delivering these documents to an addressee, you have received these documents in error and you are strictly prohibited from reading or disclosing it. The information contained in these documents is highly confidential and may be subject to legally enforceable privileges. Unless you are an addressee, or associated with an addressee for delivery purposes, you may violate these privileges and subject yourself to liability if you do anything with these documents or the information it contains other than calling us immediately at the number listed above and returning these documents to us at once.

Operator: \_\_\_\_\_

Department No. [ ]  
Profit Center No. [ ]

GROUP CODE (FAXES)	
<input type="checkbox"/>	7100 - Personal
<input checked="" type="checkbox"/>	7200 - Local
<input type="checkbox"/>	7300 - Long-Distance
<input type="checkbox"/>	7400 - International