

**ARTICLES OF INCORPORATION
OF
MOHAVE EDUCATIONAL SERVICES COOPERATIVE, INC.
A Public Procurement Unit Formed Pursuant to A.R.S. § 41-2632
(Arizona Non-Profit Corporation)**

The nonprofit corporation hereinafter named does hereby adopt the following Articles of Incorporation.

Article I

The name of the nonprofit corporation is **MOHAVE EDUCATIONAL SERVICES COOPERATIVE, INC.**

Article II

The principal place of business is at 625 E. Beale Street, Kingman, Arizona, 86401, or at such other place as the Board of Trustees may designate within the State of Arizona.

Article III

The names and addresses of the incorporators are as follows:

James F. Migliorino 625 E. Beale Street Kingman, Arizona 86401	Joseph T. Peeler, Jr. 625 E. Beale Street Kingman, Arizona 86401
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The incorporators shall appoint a nominating committee responsible for selecting the initial Board of Trustees.

Article IV

The purpose(s) for which the Corporation exists includes the transaction of any or all lawful business for which corporations may be incorporated under Title 10, Chapter 25, Arizona Revised Statutes, as well as to serve an essential government function as a public procurement unit formed pursuant to A.R.S. § 41-2632.

This Corporation is not organized 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 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 these Articles.

Article V

The general nature of the business which the Corporation initially intends to conduct in this State is to procure goods, services, and/or construction for Arizona public school districts, governmental public entities, and nonprofit educational or public health institutions pursuant to provisions of A.R.S. § 11-952, A.R.S. § 11-952.01, and A.R.S. § 41-2632.

Article VI

The members of the Corporation shall be public school districts, governmental public entities, and nonprofit educational or public health institutions of the State of Arizona who qualify as members and join the Corporation in the manner provided for in the Bylaws. The rights, duties and voting privileges of the members of the Corporation shall be as provided by the Bylaws of the Corporation.

Article VII

The name and address of the statutory agent is Ernest Calderón, 3101 North Central Avenue, Suite 720, Phoenix, Arizona, 85012. The Board of Trustees may, at any time, effect the revocation of this or any other appointment of such agent.

Article VIII

The Corporation's initial Board of Trustees shall consist of seven (7) trustees. Below are the names and addresses of the following persons who will act as interim Board members until the nominating committee appoints the initial Board of Trustees:

James Migliorino
625 E. Beale Street
Kingman, Arizona 86401

Joseph T. Peeler, Jr.
625 E. Beale Street
Kingman, Arizona 86401

Once the initial Board is appointed by the nominating committee, the business affairs of the Corporation shall be conducted by the Board of Trustees of not fewer than five (5) or more than nine (9) members, as established from time to time, by the Board of Trustees pursuant to the Bylaws of the Corporation.

A majority of the Board of Trustees then serving shall constitute a quorum for the transaction of business, but in no event may a quorum consist of less than one-third of the number of Trustees fixed pursuant to this Article and the Bylaws of the Corporation. The membership of the Board of Trustees shall meet the qualifications set out for Trustees of the Board by A.R.S. § 11-952.01(H) and any amendments thereto, and shall be elected pursuant to the Bylaws of the Corporation.

Article IX

To the fullest extent permitted by law, the incorporators, trustees, members, officers, employees and agents of this Corporation shall not be individually liable for the Corporation's debts or liabilities. To the fullest extent permitted by law, the private property of such individuals shall be exempt from any corporate debts or liabilities.

Article X

The personal liability of a trustee or a person who serves on a board or council of the Corporation in an advisory capacity to this Corporation or its members for monetary damages for any action taken or any failure to take any action as a trustee or as a member of a board or council of the Corporation in an advisory capacity is eliminated to the fullest extent provided by A.R.S. § 10-3202(B)(1) or any amendments thereto.

Any repeal or modification of the foregoing paragraph by the Board of Trustees or members of the Corporation shall not adversely affect any right or protection of a trustee or a member of a board or council of the Corporation existing at the time of such repeal or modification.

Article XI

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 inure 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 the Members of the Corporation by averaging the purchases made by each member, up to and including the three years prior to dissolution, to determine their percentage of ownership or final distribution. In the event that only liabilities and obligations remain at the time of dissolution, the same formula shall be used to determine each Member's percentage of the total obligation at dissolution.

MOHAVE EDUCATIONAL SERVICES, INC.

By: _____
Its

STATE OF ARIZONA)
) ss.
County of Mohave)

On this, the _____ day of _____, 2004, before me, the undersigned Notary Public, personally appeared _____, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

My Commission Expires:

Acceptance of Appointment by Statutory Agent

Ernest Calderón, having been designated to act as statutory agent, hereby consents to act in that capacity until he is removed or submits his resignation, in accordance with applicable law.

By: _____
Ernest Calderón