

In re the Incorporation

of

AN INDUSTRIAL DEVELOPMENT
AUTHORITY FOR CITY OF
CHANDLER, ARIZONA.

Application for permission to apply for the incorporation of an Industrial Development Authority for City of Chandler, Arizona, under Chapter 204, Laws of 1968 as amended, Chapter 67 Laws of 1972, Title 9, Chapter 11, § 9-1151 et seq., Arizona Revised Statutes, and Title 10, Article 16, § 10-451, et seq., Arizona Revised Statutes, having been filed with the City Council of City of Chandler, Arizona, on the 1st day of August, 1979, and all matters pertaining thereto having been fully heard;

Upon motion duly made, seconded and approved, the following Resolution of the City Council of City of Chandler, Arizona, was adopted:

RESOLVED, that this Council finds and determines that it is wise, expedient, necessary, and/or advisable that an Industrial Development Authority of City of Chandler, Arizona, be incorporated in accordance with and as provided in the application therefor; and

IT IS FURTHER RESOLVED that David A. Coon,
James Cullumber, Andrew S. Jackson,
Charles W. Shell and Jack W. Whiteman

be, and they are hereby, authorized to make application to form a corporation pursuant to and as prescribed by Chapter 204, Laws of 1968 as amended, Chapter 67 Laws of 1972, Title 9, Chapter 11, § 9-1151 et seq., Arizona Revised Statutes, and a copy of the proposed Articles of Incorporation, which is attached hereto as Exhibit "A", and is hereby approved; and

IT IS FURTHER RESOLVED that the name of said corporation shall be "THE INDUSTRIAL DEVELOPMENT AUTHORITY OF CITY OF CHANDLER, ARIZONA;" and

IT IS FURTHER RESOLVED that upon the presentation to the City Council of City of Chandler, Arizona, of the Certificate of Incorporation of the Industrial Development Authority of the City of Chandler, the City Council of City of Chandler shall by Resolution elect the first Board of Directors of said corporation.

DATED at Chandler, Arizona this 8th day of October, 1979.

CITY OF CHANDLER, ARIZONA

By

Jerry Mahell
MAYOR

ATTEST:

Helen M. Cain
CITY CLERK

C E R T I F I C A T I O N

I HEREBY CERTIFY that the above and foregoing Resolution No. 842 was duly passed and adopted by the City Council of the City of Chandler, Arizona, at a regular meeting held on the 8th day of October, 1979 and that a quorum was present thereat.

Helen M. Cain
CITY CLERK

ARTICLES OF INCORPORATION
OF
THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE CITY OF CHANDLER, ARIZONA
(A political subdivision of the State of Arizona)

Exhibit "A"

R 842

pg. 2

*Orig filed at
Secy state?
Depy, Com.?*

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, whose names and addresses are hereinafter set forth, each of whom are electors of the City of Chandler, Arizona, have this day associated ourselves for the purpose of forming an Industrial Development Authority under the laws of the State of Arizona, and for that purpose do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF CHANDLER, ARIZONA, and the location of its principal place of business shall be in the City of Chandler, Maricopa County, Arizona, but the corporation may have offices within the State of Arizona as shall be fixed by the Board of Directors from time to time.

ARTICLE II

The name, residences and post office address of the incorporators, each of whom is a qualified elector of the City of Chandler, Arizona, are as follows:

| <u>NAME</u> | <u>RESIDENCE</u> | <u>POST OFFICE ADDRESS</u> |
|----------------------|------------------------|----------------------------|
| David A. Coon | 464 West Ivanhoe Place | Chandler, Arizona 85224 |
| William J. Cullumber | 868 West Tyson | Chandler, Arizona 85224 |
| Charles W. Shell | 848 West Tyson | Chandler, Arizona 85224 |
| Andrew S. Jackson | 1230 West Dublin | Chandler, Arizona 85224 |
| Jack W. Whiteman | 214 Crescent Drive | Chandler, Arizona 85224 |

ARTICLE III

This Corporation shall serve a public purpose and shall perform an essential governmental function. The initial purposes for which this

1 Corporation is formed are:

2 1. To acquire, own, construct, lease, sell and dispose of all kinds of
3 properties;

4 2. To promote industry and develop trade by inducing manufacturing,
5 industrial and commercial enterprises to locate and remain in Chandler,
6 Arizona;

7 3. To stimulate and encourage the production, development and use of
8 the agricultural products and natural resources of Chandler, Arizona;

9 4. To assist, financially and otherwise, in the rehabilitation,
10 expansion and development of all kinds of businesses and industries in
11 Chandler, Arizona, which will reduce pollution, promote and assure job
12 opportunities and promote and assure an improved standard of living and an
13 increase in prosperity and health;

14 5. To do any and all things as provided by Title 9, Chapter 11,
15 §§ 9-1151 et seq., as amended, Arizona Revised Statutes and Title 10,
16 Chapter 1, § 10-004 Arizona Revised Statutes;

17
18 ARTICLE IV
19

20 This Corporation is a political subdivision of the State of Arizona and
21 in addition to the powers granted to such Corporation by law, the Corporation
22 shall have the following powers, together with all powers incidental thereto
23 or necessary for the performance of the following:

24 1. To acquire, whether by purchase, exchange, gift, lease or otherwise
25 establish, construct, improve, maintain, equip and furnish one or more
26 projects, as the term "Project" is defined from time to time under Title 9,
27 Chapter 11, §§ 9-1151 et seq., Arizona Revised Statutes, as amended.

28 2. To lease to others any or all of its projects and to charge and
29 collect rent therefor, and to terminate such lease upon the failure of the
30 lessee to comply with any of the obligations thereof.

31 3. To sell, exchange, donate and convey to others any or all of its
32 projects or properties upon such terms and conditions as its Board of

1 Directors may deem advisable, including the power to receive for any such
2 sale the note or notes of the purchaser of the project or property, whenever
3 its Board of Directors finds any such action to be in furtherance of the
4 purposes for which the Corporation was organized.

5 4. To issue its bonds for the purpose of carrying out any of its powers.

6 5. To mortgage and pledge any or all of its projects and properties or
7 any part of parts thereof, whether then owned or thereafter acquired. and to
8 pledge the revenues, proceeds and receipts or any portion thereof from a
9 project as security for the payment of the principal of and interest on any
10 bonds so issued and any agreements made in connection therewith.

11 6. To pay compensation for professional services and other services as
12 the Board of Directors shall deem necessary for business of the Corporation.

13 7. To refund outstanding obligations incurred by an enterprise to
14 finance the cost of a project when the Board of Directors finds that such
15 refinancing is in the public interest.

16 8. To invest and reinvest funds under the control of the Corporation and
17 bond proceeds pending application thereof to the purposes for which such
18 bonds were issued, subject only to the provisions of any bond resolution,
19 lease or other agreement entered into by the Board of Directors.

20 9. To make secured or unsecured loans for the purpose of financing or
21 refinancing the acquisition, construction, improvement or equipping of a
22 project, and to charge and collect interest on such loans and pledge the
23 proceeds of loan agreements as security for the payment of the principal
24 and interest of any bonds, or designated issues of bonds, issued by the
25 Corporation, and any agreements made in connection therewith, whenever the
26 Board of Directors finds such loans to be in furtherance of the purposes of
27 the Corporation or in the public interest.

28 10. To acquire and hold obligations of any kind to carry out any of its
29 purposes.

30 11. To enter into contracts and execute any agreements or instruments
31 and do any other act necessary or appropriate to carry out its purposes.

32 12. The Corporation shall not have the power to operate any project as

1 a business other than as lessee or seller and shall not permit any funds
2 derived from the sale of its bonds to be used by the lessee or purchaser of
3 a project as working capital.

4 13. In general, and subject to such limitations and conditions as are
5 or may be prescribed by law, to exercise such other powers which are now or
6 hereafter may be conferred by law upon a corporation organized for the purposes
7 hereinabove set forth, or necessary or incidental to the powers to be
8 conferred, or conducive to the attainment of the purposes of the corporation,
9 subject to the further limitation and condition that, notwithstanding any
10 other provision of these Articles, only such powers shall be exercised as
11 are in furtherance of the tax-exempt purposes of the Corporation.

12 14. To do and perform all and everything necessary, suitable, proper or
13 convenient for the accomplishment of any of the objects or the furtherance of
14 any of the powers hereinbefore set forth, and to do every other act or acts,
15 thing or things, incident or pertinent to or growing out of or connected with
16 the aforesaid object and purposes or any part or parts thereof, the same as a
17 natural person could do providing same be not inconsistent with the laws under
18 which this Corporation is organized.

19
20 ARTICLE V
21

22 The Corporation shall be a non-profit corporation and no part of its net
23 earnings remaining after payment of its expenses shall inure to the benefit
24 of any individual, firm or corporation, except such reasonable compensation
25 as may properly be paid for services rendered to the Corporation, and no
26 dividends or other pecuniary profits may be declared for the benefit of any
27 director or other individual, and no director or officer shall be entitled to
28 participate for profit in any transaction with the Corporation except as
29 hereinabove provided. No part of the activities of this Corporation shall be
30 devoted to carrying on propaganda for or otherwise attempting to influence
31 legislation and this authority shall not participate in or intervene in any
32 political campaign on behalf of any candidate for public office.

ARTICLE VI

1
2
3 The Corporation shall have a Board of Directors in which all powers of
4 the Corporation shall be vested and which shall consist of any number of
5 directors, not less than three nor more than nine, all of whom shall be
6 qualified as provided by law. The directors shall serve as such without
7 compensation except that they shall be reimbursed for their actual expenses
8 incurred in the performance of their duties in the same manner as is provided
9 for other state officers. No director shall be an officer or employee of
10 the City of Chandler. No member of the Board shall have any financial interest
11 in any project or lessee of the Corporation. The directors shall be elected
12 by the City Council of Chandler, and they shall be so elected that they shall
13 hold office for overlapping terms. At the time of the election of the first
14 Board of Directors, the City Council of Chandler shall divide the directors
15 into three groups containing as nearly equal whole numbers as possible. The
16 first term of the directors included in the first group shall be two years,
17 the first term of the directors included in the second group shall be four
18 years, and the first term of the directors included in the third group shall
19 be six years.

20 The affairs of the Corporation shall be conducted by the Board of Directors
21 and such officers, including a president, vice president, treasurer, secretary,
22 and such other officers as the Board of Directors shall elect or appoint. The
23 Board of Directors shall have the power to adopt, amend and rescind by-laws and
24 to appoint an executive committee with such powers as the Board may, by
25 resolution, delegate to such committee.

26 Meetings held by the Board of Directors for any purpose whatsoever shall
27 be open to the public.

ARTICLE VII

28
29
30
31 The first Board of Directors of this Corporation shall be named by the
32 City Council of Chandler, Arizona, by resolution adopted as soon as convenient

ARTICLE IX

The City of Chandler shall not, in any event, be liable for the payment of the principal of, or interest on, any bonds of the Corporation, formed thereby or for the performance of any pledge, mortgage, obligation or agreement of any kind whatsoever which may be undertaken by the Corporation, and none of the bonds of the Corporation or any of its agreements or obligations shall be construed to constitute an indebtedness or obligation of the City of Chandler or the State of Arizona within the meaning of any constitutional or statutory provision whatsoever.

ARTICLE X

The Articles of Incorporation may at any time, and from time to time, be amended to make any changes therein and add any provisions thereto which might have been included in the Certificate of Incorporation in the first instance, provided that the members of the Board of Directors of the Corporation first shall file with the City Council of Chandler an application in writing seeking permission to amend the Articles of Incorporation, specifying in such application the amendment proposed to be made. The City Council shall consider such application and, if it finds and determines it is wise, expedient, necessary or advisable that the proposed amendments be made, authorizes the same to be made, and approves the form of the proposed amendment, then the persons making such application shall proceed to amend the Articles in accordance with the provisions of Title 10, Arizona Revised Statutes.

ARTICLE XI

The time of the commencement of this Corporation shall be the date of the issuance to it of a Certificate of Incorporation by the Corporation Commission of the State of Arizona, and the time of its termination shall be twenty-five

1 after the issuance of the Certificate of Incorporation, which resolution shall
2 set terms of each director in the manner provided by ARTICLE VI hereof.

3
4 ARTICLE VIII

5
6 The Corporation shall indemnify any and all of its directors and officers
7 against all expenses incurred by them and each of them, including, but not
8 limited to, legal fees, judgments and penalties which may be incurred, rendered
9 or levied in any legal action brought against any of them for or on account of
10 any action or omission alleged to have been committed while acting within the
11 scope of employment as a director or officer of the Corporation. Whenever any
12 director or officer shall report to the president of the Corporation or the
13 chairman of the Board of Directors that he has incurred or may incur expenses,
14 including, but not limited to legal fees, judgments and penalties in a legal
15 action brought or about to be brought against him for or on account of any
16 action or omission alleged to have been committed by him while acting within
17 the scope of his employment as a director or officer of the Corporation, the
18 Board of Directors of the Corporation shall, at its next regular or at a
19 special meeting held within a reasonable time thereafter, determine in good
20 faith whether, in regard to the matter involved in the action or contemplated
21 action, such person acted, failed to act, or refused to act wilfully, with
22 gross negligence or with fraudulent or criminal intent. If the Board of
23 Directors determines in good faith that such person did not act, fail to act,
24 or refuse to act wilfully or with gross negligence or with fraudulent or
25 criminal intent in regard to the matter involved in the action or contemplated
26 action, indemnification shall be mandatory and shall be automatically extended
27 as specified herein, provided, however, that the Corporation shall have the
28 right to refuse indemnification in any instance in which the person to whom
29 indemnification would otherwise have been applicable shall have unreasonably
30 refused to permit the Corporation, at its own expense and through counsel of
31 its own choosing, to defend him in the action.

32

(25) years thereafter with the privilege of renewal in the manner provided by the laws of the State of Arizona.

ARTICLE XII

The private property of the officers and directors of this Corporation shall be exempt from liability for its debts and obligations.

ARTICLE XIII

The affairs of this Corporation shall be conducted on a fiscal year basis. The fiscal year for the Corporation shall end on the 30th day of June of each year.

ARTICLE XIV

Pursuant to Section 9-1173, Arizona Revised Statutes, bonds issued under the provisions of Title 9, Chapter 11, Arizona Revised Statutes, as amended, shall be legal investments for all banks, trust companies and insurance companies organized and operating under the laws of this State.

ARTICLE XV

When the Board of Directors of the Corporation, by resolution, shall determine that the purposes for which the Corporation was formed have been substantially complied with and that all bonds theretofore issued and all obligations theretofore incurred by the Corporation have been fully paid, the members of the Board of Directors of the Corporation shall thereupon dissolve the Corporation in accordance with the provisions of Title 10 of the Arizona Revised Statutes.

ARTICLE XVI

Clifford J. Frey, City Attorney of the City of Chandler, who has been a bona fide, continuous resident of the State of Arizona for more than three (3) years last past, is hereby appointed the lawful statutory agent of this Corporation for and on behalf of said Corporation, to accept and acknowledge services of all necessary processes and for all purposes required by law. The Board of Directors may, at their option, revoke such appointment and shall have the power to fill such vacancy.

ARTICLE XVII

The highest amount of indebtedness or liability, direct or contingent, to which the Corporation is at any time to subject itself shall be as provided by law.

ARTICLE XVIII

The incorporators herein received permission to organize the Corporation pursuant to a Resolution of the City Council of Chandler, Arizona, adopted and approved by said Council on the 8th day of October, 1979, at a regular meeting of said Council.

IN WITNESS WHEREOF, we, the undersigned, have signed our names this ____ day of _____, 197__.

David A. Coon

William J. Cullumber

Charles W. Shell

Andrew S. Jackson

Jack W. Whiteman

1 STATE OF ARIZONA)
2 County of Maricopa) ss.

3 On this, the _____ day of _____, 197_, before me, the
4 undersigned Notary Public, personally appeared David A. Coon, known to me to
5 be the person whose name is subscribed to the above, and acknowledged that
6 he executed the same for the purposes therein set forth.

7

8 _____
Notary Public

9 My Commission Expires:

10 _____

11

12 STATE OF ARIZONA)
13 County of Maricopa) ss.

14 On this, the _____ day of _____, 1979_, before me, the
15 undersigned Notary Public, personally appeared William J. Cullumber, known
16 to me to be the person whose name is subscribed above, and acknowledged that
17 he executed the same for the purposes therein set forth.

18

19 _____
Notary Public

20 My Commission Expires:

21 _____

22

23 STATE OF ARIZONA)
24 County of Maricopa) ss.

25 On this the _____ day of _____, 197_, before me, the
26 undersigned Notary Public, personally appeared Charles W. Shell, known to me
27 to be the person whose name is subscribed above, and acknowledged that he
28 executed the same for the purposes therein set forth.

29

30 _____
Notary Public

31 My Commission Expires:

32 _____

1 STATE OF ARIZONA }
2 County of Maricopa } ss.

3 On this, the _____ day of _____, 197_, before me, the
4 undersigned Notary Public, personally appeared Andrew S. Jackson, known to me
5 to be the person whose name is subscribed above, and acknowledged that he
6 executed the same for the purposes therein set forth.

7
8 _____
Notary Public

9 My Commission Expires:
10 _____

12 STATE OF ARIZONA }
13 County of Maricopa } ss.

14 On this the _____ day of _____, 197_, before me, the
15 undersigned Notary Public, personally appeared Jack W. Whiteman, known to me
16 to be the person whose name is subscribed above, and acknowledged that he
17 executed the same for the purposes therein set forth.

18
19 _____
Notary Public

20 My Commission Expires:
21 _____

22
23
24
25
26
27
28
29
30
31
32