

**AFFIDAVIT OF PUBLICATION**

STATE OF ARIZONA )  
 ) ss.  
 COUNTY OF PIMA )

**Audrey Smith**, being first duly sworn, deposes and says that (s)he is the **Legal Advertising Manager** of **THE DAILY TERRITORIAL**, a daily newspaper printed and published in the County of Pima, State of Arizona, and of general circulation in the City of Tucson, County of Pima, State of Arizona and elsewhere, and the hereto attached:

ARTICLES OF INCORPORATION OF THE BREAKFAST  
 CLUB OF TUCSON, AN ARIZONA NONPROFIT  
 CORPORATION  
 SLUBREA

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was printed and published correctly in the regular and entire issue of said **THE DAILY TERRITORIAL** for 3 issues; that was first made on the 6th day of June 2005 and the last publication thereof was made on the 8th day of June 2005 ; that said publication was made on each of the following dates, to-wit:

06/06/05  
 06/07/05  
 06/08/05

RECEIVED

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 ARIZONA CORP. COMMISSION  
 CORPORATIONS DIVISION

at the Request of: **MK Consultants, Inc.**

by *Audrey Smith*, Legal Advertising Manager  
 Subscribed and sworn to before me this 8th day of June 2005 .



**JAMIE C. MACIAS**  
 Notary Public - Arizona  
 Pima County  
 Expires 02/04/08

*Jamie C. Macias*

Notary Public in and for the County of Pima, State of Arizona

My commission expires: 2-4-08

**ARTICLES OF INCORPORATION OF  
THE BREAKFAST CLUB  
OF TUCSON, AN ARIZONA NON-  
PROFIT CORPORATION**

1. Name: The Name of the Corporation is THE BREAKFAST CLUB OF TUCSON. 2. Purpose: The purpose for which the corporation is organized is exclusively for charitable, religious, educational and scientific purposes, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code. To the extent that the following conforms to such charitable and educational purposes, the general nature of the business to be transacted by the Corporation is more specifically described as follows: The objective of THE BREAKFAST CLUB OF TUCSON is to provide all members with opportunities for improving and enhancing their business through contacts with other members and by the interchange of ideas and information. Such information, when necessary, will be considered confidential. The foregoing enumeration shall not be deemed to limit or restrict the general powers of the Corporation and the enjoyment and exercise thereof, as conferred by the laws of the State of Arizona under which this Corporation is formed. 3. Character of Affairs: The character of affairs which the corporation initially intends to actually conduct in the State of Arizona is to promote, support and encourage the promotion and exchange of information regarding the community. 4. Powers of the Corporation: 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 herein. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future federal tax code, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. 5. Dissolution: The Corporation may be dissolved only in accordance with Arizona law. Upon dissolution of the Corporation, any assets remaining after payment of, or adequate provisions for, the Corporation's debts and obligations, shall be distributed to a non-profit fund, foundation or corporation, organized for purposes similar to those for which this corporation was formed, which qualifies as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, as the Board of Directors shall determine. Any 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 exempt purposes. 6. Limitation of Directors' Liability: The personal liability of the directors to the Corporation for monetary damage for any action taken or any failure to take any action as a director is eliminated to the fullest extent permitted by A.R.S. §10-3202(B)(1), as it may hereafter be amended or renumbered, or the analogous provision of

any future Arizona nonprofit corporation code. 7. Board of Directors: The number and term of the directors shall be provided in the Bylaws of the Corporation. The names and addresses of the initial Board of Directors, who shall serve until their successors are elected and qualified are: Elizabeth Wheat, 7887 N. La Cholla Blvd., #1096, Tucson, Arizona 85741; James Wood, 7887 N. La Cholla Blvd., #1096, Tucson, Arizona 85741; Jonathan Walker, 7887 N. La Cholla Blvd., 1096, Tucson, Arizona 85741; Art Walter, 7887 N. La Cholla Blvd., #1096, Tucson, Arizona 85741; Chris Sheate, 7887 N. La Cholla Blvd., #1096, Tucson, Arizona 85741; Michael Duran, 7887 N. La Cholla Blvd., #1096, Tucson, Arizona 85741. 8. Known Place of Business: The address of the known place of business of the Corporation is 3443 North Campbell Avenue, Tucson, Arizona 85719. 9. Statutory Agent: The statutory agent of the Corporation is James M. Sakrison, whose address is 33 North Stone Avenue, Suite 1000, Tucson, Arizona 85701. 10. Incorporator: The name and address of the original incorporator of the Corporation is: James M. Sakrison, 33 N. Stone, Suite 1000, Tucson, Arizona 85701. 11. Members: The corporation will have members. Executed this 28 day of December, 2004 by all of the incorporators. /s/ James M. Sakrison. Acceptance of Appointment by Statutory Agent The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 28 day of December, 2004. Signed /s/ James M. Sakrison, 33 N. Stone Avenue, Suite 1000, Tucson, Arizona 85701.

**PUBLISH: The Daily Territorial  
June 6, 7, 8, 2005  
albrkclub/alubrea a.s**