

DO NOT PUBLISH
THIS SECTION

SEP 04 2007

APPLICATION FOR AUTHORITY
TO CONDUCT AFFAIRS
IN ARIZONA

FILE NO. F-1391552-2

Pursuant to A.R.S. §§10-1504 & 10-11504

1. If you are the holder or assignee of a trade name, attach a copy of the trade name certificate. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be certified by the corporation's Secretary.

The name of the corporation is: Minuteman Civil Defense Corps, Inc.

A(n) Delaware Nonprofit Corporation.
(State, Province or Country)

We are a foreign corporation applying for authority to conduct affairs in the state of Arizona.

1. The exact name of the foreign corporation is:
Minuteman Civil Defense Corps, Inc.

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is: _____ (FN).

2. The name of the state, province or country in which the foreign corporation is incorporated is: Delaware

3. The foreign corporation was incorporated on the 28 day of April, 2005 and the period of its duration is: Perpetual

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:
1209 Orange Street
Wilmington, Delaware, 19801

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:
John Acer
5125 N. 16th Street, Ste. A203
Phoenix, AZ 85016

5.a. The street address of the known place of business of the foreign corporation in Arizona IF DIFFERENT from the street address of the statutory agent is:
6501 Greenway Parkway, Ste. 103-640
Scottsdale, AZ 85254

5.b. The Annual Report and general correspondence should be mailed to the address specified above in section 4 _____ or 5a .

3. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state not applicable.

5. The statutory agent must provide a street address. If statutory agent has P.O. Box, then they must also provide a physical street address/location.

5.b. Indicate to which address the Annual Report should be mailed.

SEP 20 2007

FILE NO. F-1391552-2

DO NOT PUBLISH THIS SECTION

6. If the purpose of your corporation has any limitations with regard to this section, so indicate. If none state no limitations, or leave blank.

8. The Application must indicate if the corporation does or does not have members.

The Application must be accompanied by the following:
ⓐ A Certificate of Disclosure, executed within 30 days of delivery to the Commission, by a duly authorized officer

ⓑ A certified copy of your articles of incorporation, all amendments and mergers (AZ Const. Art. XIV, '8) and a certificate of existence or document of similar import duly authenticated (within 60 days) by the official having custody of corporate records in the state, province or country under whose laws the corporation is incorporated.

The agent must consent to the appointment by executing the consent

ARS §10-140 requires that changes to corporation(s) be executed by a duly authorized officer of the Corporation, whose file is to be changed

CF:0060
Rev: 10/2006

F139/5522

6. The purpose of the corporation is to engage in any and all lawful affairs in which corporations may engage in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations if any: The Minuteman Civil Defense Corporation is organized to promote through education, advocacy and activism a nationwide citizen's neighborhood watch along our borders.

7. The names and usual business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)

Name: Christopher Simcox, President/ CEO [title]

Address: 6501 Greenway Parkway Ste. 103-640

City, State, Zip Scottsdale, AZ 85259

Name: Carmen Mercer, Vice President/ Treasurer [title]

Address: 6501 Greenway Parkway Ste. 103-640

City, State, Zip Scottsdale, AZ 85259

Name: John Acer, Secretary [title]

Address: 6501 Greenway Parkway Ste. 103-640

City, State, Zip Scottsdale, AZ 85259

8. (Check One) The corporation does have does not have members.

9. The character of business the foreign corporation initially intends to conduct in Arizona is: To promote through education, advocacy and activism a nationwide citizen's neighborhood watch along our borders.

Dated this 19 day of Sept, 2007.

Executed by Carmen Mercer
[Duly Authorized Officer or Director]

CARMEN MERCER VP / TREASURER
[print name] [title]

PHONE 281/242-9800 [optional] FAX 281/242-9820 [optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation effective this 18th day of September, 2007.

J. Schuler
[Signature]

John W Acer
[Print Name]

[If signing on behalf of a company serving as statutory agent, print company name here]

Arizona Corporation Commission
Corporations Division

**NONPROFIT
CERTIFICATE OF DISCLOSURE**
Pursuant to A.R.S. § 10-3202 (D)

Minuteman Civil Defense Corps, Inc.

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. | 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 as an officer, director, trustee or incorporator of the corporation, served in any such capacity in any other corporation in any jurisdiction on the bankruptcy, receivership, charter revocation, administrative dissolution or judicial dissolution of the other corporation?

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. | 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:
(a) Was incorporated.
(b) Has transacted business. | |

D. The fiscal year end adopted by the corporation is 12/31

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 declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY _____ DATE _____	BY <u>[Signature]</u> DATE <u>7-31-07</u>
TITLE _____	TITLE <u>Director & Secretary</u>
BY _____ DATE _____	BY _____ DATE _____
TITLE _____	TITLE _____

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 (60) 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.

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MINUTEMAN CIVIL DEFENSE CORPS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF AUGUST, A. D. 2007.

3962068 8300

070835280



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5926405

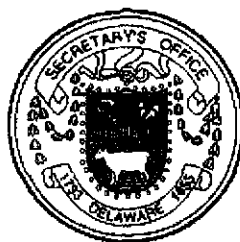
DATE: 08-14-07

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "MINUTEMAN CIVIL DEFENSE CORPS, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2005, AT 11 O'CLOCK A.M.



3962068 8100

070835280

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5926404

DATE: 08-14-07

Certificate of Incorporation
Of
Minuteman Civil Defense Corps, Inc.
(A Delaware Not For Profit Corporation)

FIRST: The name of the corporation shall be Minuteman Civil Defense Corps, Inc. (hereinafter referred to as the "Corporation").

SECOND: The street address of the initial registered office of the Corporation is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801, County of New Castle, and the name of the Corporation's initial registered agent at that address is The Corporation Trust Company.

THIRD: This corporation is a not-for-profit corporation, organized for the purpose of promoting through education, advocacy and activism, a nationwide citizens' neighborhood watch along our borders and to perform all acts and do all things necessary or desirable to further such purposes, and for the purpose of engaging in any lawful act or activity, not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Delaware and Section 501(c)(4) of the Internal Revenue Code of 1986.

FOURTH: The organization will have no members.

FIFTH: The Corporation shall not have capital stock.

SIXTH: The affairs of the Corporation shall be managed by a Board of Directors having at least one but not more than seven members. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than one.

The names and addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

Christopher Simcox
220 East Allen Street
Tombstone, AZ 85638

Carmen Mercer
220 East Allen Street
Tombstone, AZ 85638

Elections of directors need not be by written ballot unless the By-laws of the Corporation so provide.

SEVENTH: In furtherance and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized to adopt, amend or repeal the By-laws of the corporation.

EIGHTH: The name and address of the person signing this Certificate of Incorporation is:

Maureen E. Otis, Esq.
Law Offices of Maureen E. Otis, P.C.
4850 Wright Road, Ste. 168
Stafford, TX 77477

NINETH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, its directors, officers, members 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 any and all of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate of public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(4) of the Internal Revenue Code of 1986 (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 1986 (or the corresponding provision of any future United state Internal Revenue Law).

TENTH: The existence of the corporation will be perpetual and will commence at the time this Certificate Incorporation is filed and approved by the Department of State of the State of Delaware.

ELEVENTH: The Corporation reserves the right to amend, alter or repeal any provision contained in this Certificate in any manner now or hereafter prescribed by law, and all rights herein conferred on the shareholders are granted subject to this reservation.

TWELFTH: Directors shall not have personal liability for monetary damages for breach of fiduciary duty except for (i) any breach of the director's duty of loyalty to the Corporation, (ii) acts or omission not in good faith or which involves intentional misconduct or a knowing violation of law, or (iii) any transaction from which the director derived an improper personal benefit.

THIRTEENTH: Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organization and operated exclusively for charitable purposes related to the purpose of the Corporation and which has established its tax exempt status under Section 501(c)(4) of the Internal Revenue Code of 1986 or corresponding provision of any subsequent federal tax laws, or to the United States government.

I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make and file this Certificate, hereby declaring and certifying that this is my act and deed and that the facts herein stated are true and, accordingly, have hereunto set my hand this 27th day of April 2004.


Maureen E. Otis

Incorporator