

ARTICLES OF INCORPORATION OF FRIENDS OF BIG BUG MESA ROAD, INC.

An Arizona Nonprofit Corporation

ARTICLE I

NAME

The name of the corporation is **FRIENDS OF BIG BUG MESA ROAD, INC.** (the "Corporation").

ARTICLE II

DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III

PURPOSE

3.1 Exempt Purposes. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

3.2 Specific Purposes. Without limiting the generality of the foregoing, the specific charitable purposes of the Corporation shall include lessening the burdens of government by maintaining, repairing, improving, and supporting the public usability of portions of Forest Service Road 670 (also known as Big Bug Mesa Road) located in Yavapai County, Arizona, within the Prescott National Forest, from at least the junction of County Road 57 to the junction of Forest Road 9404J (Snow Drift Mine Road), in the areas more particularly described as Township 13 North, Range 1 West, Section 33 and Township 12.5 North, Range 1 West, Sections 20, 21, 28, and 29 (the "Road"), for the benefit of the general public.

The Road serves as a critical public byway for recreation, forest and land management, fire prevention, and fire suppression within the Bradshaw Mountain Range. A well-maintained Road ensures continued access for the public, including recreational users and residents, the United States Forest Service (Prescott National Forest), and emergency vehicles engaged in fire suppression and the rescue of sick or injured visitors. The Corporation's activities shall be conducted for the public benefit and to support the governmental functions of the United States Forest Service and other public agencies responsible for public lands and public safety.

3.3 Character of Affairs. The character of affairs that the Corporation initially intends to conduct in Arizona is the charitable maintenance, repair, improvement, and support of public Forest Service roads in the Prescott National Forest for public access, recreation, fire prevention and suppression, emergency response, and related public safety and land management purposes, together with related educational, fundraising, and volunteer activities in furtherance of such purposes.

ARTICLE IV

NONPROFIT NATURE AND LIMITATIONS

4.1 No Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 Article III hereof.

4.2 Political and Legislative Activities. 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.

4.3 Other Limitations. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

ARTICLE V

MEMBERS

The Corporation **WILL HAVE MEMBERS**. The qualifications, rights, and classes of membership, including voting rights, shall be as set forth in the Bylaws of the Corporation.

ARTICLE VI

BOARD OF DIRECTORS

6.1 Management. The affairs of the Corporation shall be managed by a Board of Directors. The number of directors shall be as fixed in the Bylaws, but shall not be less than three (3). The initial Board of Directors shall consist of the persons named below, who shall serve until their successors are elected and qualified, or until the transition to member-elected directors as provided in the Bylaws.

6.2 Initial Directors. The names and addresses of the initial directors are as follows:

1. Name: Shawn Murphy (Chairman)
Address: 7760 E. State Route 69 #C5-201
City, State, ZIP: Prescott Valley, Arizona 86314
2. Name: John Ohanesian (Vice Chairman)

Address: 7557 S. Randys Lane
City, State, ZIP: Prescott, Arizona 86303

3. Name: Piper Batton (Treasurer)
Address: 7733 S. Snowdrift Mine Road
City, State, ZIP: Prescott, Arizona 86303

4. Name: Megan German (Secretary)
Address: 4925 E. Herrin Hollow Lane
City, State, ZIP: Prescott, Arizona 86303

5. Name: Carl F. Petersen (Member at Large)
Address: 1975 S. Blooming Hills Dr. #207
City, State, ZIP: Prescott, Arizona 86301

6. Name: Bob Daquilante (Member at Large)
Address: 7131 W. Ludlow Drive
City, State, ZIP: Peoria, Arizona 85381

7. Name: John Schauwecker (Member at Large)
Address: 15622 North 10th Place
City, State, ZIP: Phoenix, Arizona 85022

ARTICLE VII

KNOWN PLACE OF BUSINESS

The street address of the known place of business of the Corporation in the State of Arizona is:

Street Address: 2198 E. Camelback Road, Suite 305
City: Phoenix State: Arizona ZIP: 85016

ARTICLE VIII

STATUTORY AGENT

The name and street address of the statutory agent of the Corporation in the State of Arizona are:

Name of Statutory Agent: Jennifer Wright Esq., PLC
Street Address: 2198 E. Camelback Road, Suite 305
City: Phoenix State: Arizona ZIP: 85016

ARTICLE IX

INCORPORATORS

The name and address of the incorporator of the Corporation is:

Name: Shawn Murphy

Address: 7760 E. State Route 69 #C5-201

City, State, ZIP: Prescott Valley, Arizona 86314

ARTICLE X DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of 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.

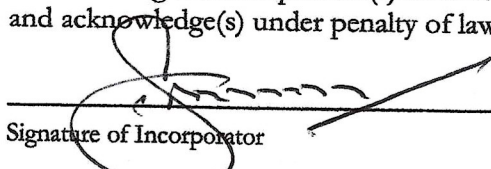
ARTICLE XI MISCELLANEOUS

11.1 Bylaws. The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be as provided in the Bylaws and applicable law.

11.2 Indemnification. The Corporation may indemnify its directors, officers, employees, and agents to the fullest extent permitted by Arizona law, subject to any limitations set forth in the Bylaws or applicable federal tax law.

IN WITNESS WHEREOF

The undersigned incorporator(s) execute(s) these Articles of Incorporation on the date set forth below and acknowledge(s) under penalty of law that the information contained herein is true and correct.



Signature of Incorporator

Printed Name: Shawn Murphy

Date: 8-2-2026