The Charter Foundation, Inc.

By Laws

BY-LAWS

OF

THE CHARATER FOUNDATION, INC.

ARTICLE I – OFFICES

The office of the Corporation shall be located in Tucson, Arizona. The Corporation may also maintain offices at such other places within or without the United States as the Board of Directors may, from time to time, determine.

ARTICLE II – BOARD OF DIRECTORS

Section 1 – Name, Numbers, Election and Term of Office:

(a) The Governing Board of the Corporation shall be known and described as the Board of Directors and the directors of this Corporation shall be known and described as Members.

(b) The number of the said Directors of this Corporation shall be no less than three (3), provided that said number may be changed by an amendment to the By-Laws, duly adopted by the Governing Board, subject always to any restriction of laws as to the minimum number of Directors.

(c) The incorporators of the Corporation shall be the initial Governing Board. Except as may otherwise be provided in the Articles of Incorporation or appropriate laws, the members of the Governing Board shall be elected by two-thirds (2/1) vote of the votes cast at a regular or special meeting to be held by the Directors, present in person or by proxy, that are entitled to vote in the election. Entitlement to vote in any such election shall be limited to Directors that serve at least one month prior to any election held to elect members to the Board. Vacancies in the Governing Board shall be filled as prescribed in Article II, Section 5.

(d) Each Director shall hold office until the annual meeting of the Governing Board next succeeding his election, and until his successor is elected and qualified, or until his prior death, resignation, or removal.

Section 2 – Duties and Powers:

The Governing Board shall be responsible for the control and management of the affairs, property, and interests of the Corporation, and may exercise all powers granted to any

corporation, except those powers which are expressly limited by appropriate laws, the Articles of Incorporation, or by the By-laws of this Corporation.

Section 3 - Expressed Limitations on Power to Act:

The Governing Board shall preserve the non-profit status of the Corporation by the observance of prudent fiscal and monetary controls herein set forth. The Corporation shall not:

(a) lend any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest, to;

(b) pay any compensation in excess of a reasonable allowance for salaries or other compensation for personal services that are actually rendered , to;

(c) make any part of its services available on a preferential basis, to;

(d) make any substantial purchase of securities or any other property, for more than adequate consideration in money or money's worth, from;

(e) sell any substantial part of its securities or any other property, for less than an adequate consideration in money or money's worth, to; or

(f) engage in any other transaction which results in a substantial diversion of its income or corpus to:

a person who has made a substantial contribution to this very Corporation; the brothers, sisters, spouse, ancestors, or the lineal descendants of an individual who has made a substantial contribution to this Corporation; or a corporation controlled by such person through the ownership, directly or indirectly, of fifty per centum (50%) or more of the total combined voting power of all classes of stock entitled to vote or fifty per centum (50%) or more of the total value of shares of all the classes of stock of the Corporation.

Section 4 - Manner of Acting:

(a) Except as otherwise provided by these By-laws, at all meetings of Governing Board, each member of the Board, present in person or by proxy, shall have one vote, adhering to the Open Meeting Law/Public Records Law of Arizona.

(b) Except as otherwise provided by statute, the Articles of Incorporation, or these By-laws, the action of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Governing Board. Any act authorized, in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Governing Board with the same force and

effect as if the same had been passed by unanimous vote at a duly called meeting of the Directors.

Section 5 - Vacancies:

Any vacancy in the Governing Board occurring by reason of an increase in the number of Directors shall be filled by a two-thirds (2/3) vote of the votes cast at a regular or special meeting by the Directors, present in person or by proxy, that are entitled to vote in the election. Vacancies occurring by reason of the death, resignation, disqualification, removal, or any inability to act of any Director, or otherwise, shall be filled by a two-thirds (2/3) vote of the votes cast at a regular or special meeting by the Directors, present in person or by proxy, that are entitled to vote in the election, as a means to fill the unexpired portion of the term of any such vacancy, and further, in an election where the number of Directors qualified to vote is less than three (3) in number, the unexpired portion of any term shall be filled by a vote of a majority of the remaining Directors, though less than any specified quorum, at any regular or special meeting of the Governing Board called for that purpose.

Section 6 - Resignation:

Any Director may resign at any time by giving written notice to the Board, the Chairman, or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt of such notice by the Board or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 7 - Removal:

Any Director may be removed with or without cause at any time by a two-thirds (2/3) vote of the votes cast of the Directors at a special meeting of the Board called for that purpose.

Section 8 - Salary:

No stated salary shall be paid to Directors of the Corporation, as such, for their services, but by resolution of the Governing Board, a fixed reasonable sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board; provided, however, that nothing herein contained shall be construed to preclude any Director from also serving the Corporation in any capacity and receiving reasonable compensation thereof.

Section 9 - Contracts:

(a) No contract or other transaction between this Corporation and any other corporation shall be impaired, affected, and invalidated, nor shall any Director be liable in any way by reason of the fact that any one or more of the Directors of this Corporation is

or are interested in, or is a director or officer, or are directors or officers of other corporations, provided that such facts are disclosed or made known to the Directors, or such directors or officers abide with and conform to the same stipulations set forth in Article II, Section 3, of these very By-laws.

(b) Any Director, personally and individually, may be a party to or may be interested in any contract or transaction of this Corporation, and no Director shall be liable in any way by the reason of such interest, provided that the fact of an interest be disclosed or made known to the Board and that such a party abide with and conform to the very stipulations set forth in Article II, Section 3, of these By-laws, and also provided that the Board shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such Director) of a majority of a quorum, and notwithstanding the presence of any such Director at the meeting at which such action is taken. Such Director or Directors may be counted in determining the presence of a quorum at the meeting. This Section shall not be construed to impair or invalidate or in any way affect any contract or other transaction which would be otherwise valid under the law (common, statutory, or otherwise) applicable thereto.

Section 10 - Committees:

The Governing Board, by resolution adopted by a majority of the entire Board, may from time to time designate from among its members an executive committee, and may also designated from among its members and non-members such other committees as the Directors may deem desirable, each consisting of three (3) or more Directors, with such powers and authority (to the extent permitted by law) as may be provided in such a resolution. Each such committee shall serve at the pleasure of the Board.

ARTICLE III - MEETING OF THE DIRECTORS

Section 1 - Annual Meetings:

The annual meeting of the Governing Board of the Corporation shall be held within three (3) months after the close of the fiscal year of the Corporation, for the purpose of electing the Directors, and transacting such other business as may properly come before the meeting.

Section 2 - Special Meeting:

Special meetings of the Directors may be called at any time by Chairman of the Board, or the Secretary at the written request of two (2) members of the Governing Board, or as otherwise required under the provisions of appropriate laws.

Section 3 - Place of Meetings:

All meetings of the Board shall be held at the principal office of the Corporation, or at such other places as shall be designated in the notice or waiver of notice of such meeting or meetings.

Section 4 - Notice of Meetings:

(a) Except as otherwise provided by statute, written notice of each meeting of the Governing Board, whether annual or special, stating such time when and place where it is to be held, shall be served either personally or by mail, not less than ten or more than thirty days before the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the officers or the Directors calling the meeting. If mailed, such notice shall be directed to each Director at his address, as it appears on the records of the Governing Board of the Corporation, unless the Director shall have previously filed with the Secretary a written request that notices intended for that Director be also mailed to some other address, in which case it shall be mailed to the address designated in such request.

(b) Notice of any regular or special meeting shall not be required to be given to any Director who shall attend such a meeting without protesting prior thereto or at its commencement, the lack of notice to him, or who submits a signed Waiver of Notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

Section 5 - Chairman:

At all meetings of the Governing Board, the Chief Executive Officer, if any and if present, shall preside. If he shall be absent, then a facilitator from among those Directors present shall preside as a temporary Chairman for such a meeting or adjournments.

Section 6 - Quorum:

(a) Except as otherwise provided herein, or by statute, at all meetings of the Board, the presence at the commencement of such meetings of the Directors, in person or by proxy, which attains a majority of the total number of the Directors entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business. The withdrawal of any Director after the commencement of any meeting shall have no effect on the existence of a quorum, after a quorum has been established at such a meeting.

(b) Despite the absence of a quorum at any annual meeting or special meeting of the Directors, the Directors, by a majority of the votes cast by the Directors entitled to

vote thereon, may adjourn the meeting. At any adjourned meeting at which a quorum is present, any business may be transacted at the meeting as originally called.

Section 7 - Voting:

(a) Except as otherwise provided by statute, the Articles of Incorporation, or By-laws, any corporate action, other than the election or removal of Directors or officers, and voting on amendments to the Articles of Incorporation or By-laws, taken by a vote of the Directors, shall be authorized by a majority of the votes cast at each meeting.

(b) Each Director entitled to vote or express consent or dissent without a meeting, may do so by proxy; provided that the instrument authorizing such a proxy to act shall have been executed in writing by the Director, or by his attorney-in-fact thereunto duly authorized in writing. No proxy shall be valid after the expiration of one month from the date of execution. Such an instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of the Corporation.

ARTICLE IV - OFFICERS

Section 1 - Name, Numbers, Election and Term of Office:

(a) The officers of the Corporation shall consist of a Secretary, a Treasurer, and such other officers, including a Chairman of the Board of Directors, as the Board may from time to time deem advisable. Any officer other than the Chairman of the Board may be, but is not required to be, a Director of the Corporation. Any two or more offices may be held by the same person.

(b) The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board.

(c) Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his election, and until his successor shall have been elected and qualified, or until his death, resignation, or removal.

Section 2 - Resignation:

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the Chairman, or the Secretary of the Corporation. Unless it is otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3 - Removal:

Any officer may be removed with or without cause at any time by a two-thirds (2/3) vote of the votes cast of the Directors at a special meeting of the Board called for that purpose. A successor shall be elected by a majority vote of the Board of Directors at any time.

Section 4 - Vacancies:

A vacancy in any office by reason of death, resignation, the inability to act, or any other cause whatsoever, may at any time be filled for the unexpired portion of the term by a two-thirds (2/3) vote of the votes cast by the Directors at a special meeting of the Board called for that purpose.

Section 5 - Duties of Officers:

Officers of the Corporation shall, unless otherwise provided by the Board of Directors, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in these By-laws, or may from time to time be specifically conferred or imposed by the Board.

Section 6 - Sureties and Bonds:

In case the Board of Directors shall so require, any officer, employee, or agent of the Corporation shall execute to the Corporation a bond in such sum, and with such surety or sureties as the Board may direct, conditioned upon the very faithful performance of his duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds, or securities of the Corporation which may come into his hands. Such requirements herein set forth shall be in accord with all appropriate laws.

ARTICLE V - CORPORATE SEAL

The Corporate seal, if any, shall be in such form as shall be approved from time to time by the Board of Directors.

ARTICLE VI - FISCAL YEAR

The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

ARTICLE VII - AMENDMENTS

(a) The Board of Directors shall have no power to change the quorum for meetings of the Board, or to change any provision of the By-laws regarding the election or removal of Directors or the filling of vacancies, for whatever reason, in the Board. If any By-law

regulating an impending election of Directors is adopted, amended, or so repealed by the Board, there shall be set forth in the notice of the next meeting of the Board of Directors for the election of such Directors, the By-law so adopted, amended, or repealed, together with a statement of such changes made.

(b) Except as otherwise provided by Article VII (a), statute, the Articles of Incorporation, and By-laws, all other By-laws of the Corporation shall be subject to alteration or repeal, and new By-laws may be approved, by a two-thirds (2/3) vote of the votes cast at such a meeting to be held by the Directors, present in person or by proxy, that are so entitled to vote, provided that the notice or waiver of such notice of the meeting shall have summarized or set forth in full therein, the proposed change. Entitlement to vote in any such meeting to adopt, alter, repeal, or amend such By-laws shall be limited to Directors that have served at least six months prior to any such meeting.

ARTICLE VIII - INDEMNITY

(a) Any person made a party to any action, suit, or proceeding, by reason of the fact that he, his testator or intestate representative is or was a Director, officer, or employee or the Corporation, or of any corporation in which he served as such at the request of the Corporation, shall be indemnified by this very Corporation against reasonable expenses, including such attorney's fees actually and necessarily incurred by him in connection with the defense of such action, suit, or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding, or in connection with any appeal therein that such officer, Director, or employee is liable for negligence or misconduct in the performance of his duties.

(b) The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or Director or employee may be entitled apart from the very provisions of this section.

(c) The amount of indemnity to which any officer or any Director may be entitled shall be fixed by the Board, except that in any case where there is no such disinterested majority of the Board available, the amount shall be fixed by arbitration pursuant to the then existing rules of the American Arbitration Association.

ARTICLE IX - CORPORATE STATUS

This Corporation shall not carry on propaganda, or otherwise attempt to influence legislation, nor shall any of its funds be used to support or oppose any political issue or candidate.

ARTICLE X – HOLD HARMLESS

The private property of the officers, directors and incorporators of this corporation is to be exempt from all corporate debts and liabilities.

In Witness Whereof, we have hereunto set our hands this 30th day of June 1995.

Reginald Barr

Incorporator
Reginald Barr

Sandra E. Barr

Incorporator
Sandra E. Barr