

BY-LAWS OF: ARIZONA FLYWHEELERS
FEBRUARY 1994
(REVISED FEBRUARY 1999)
(REVISED NOVEMBER
2009) (REVISED NOVEMBER
2010)

ARTICLE 11:

The purpose of this club is to promote, preserve and maintain early examples of gas engines, tractors and miscellaneous related farm and mining equipment of ancient age and historical value, as well as models, devices, toys or other unusual equipment, and to serve as an accurate and technical source of information concerning such items for the benefit of the members and the general public. It shall further be the purpose of this organization to unite in a central group all owners of gas engines, tractors, and miscellaneous related farming and mining equipment, who are interested in restoring and maintaining the equipment, to attract respect within the community, and to help these owners become better acquainted and encourage the spirit of good fellowship.

ARTICLE 12:

The location of the club is Cottonwood, Arizona, but, it may establish other places of business as the Executive Board (or members) may from time to time designate.

ARTICLE 13:

The club shall have an official insignia.


ARTICLE 14:

All members with paid-up dues as of the date of incorporation shall be considered "Chartered Members".

ARTICLE 15:

Dues will be payable on January 1st of each year and considered delinquent if not paid by March 31 of that year.

ARTICLE 16:



Meetings will be held the first Wednesday of each month.

ARTICLE VII:

Election of officers shall be held annually in November. The officers elected may also be the Board of Directors. (Three required)

ARTICLE VIII:

Each current (paid) membership is allowed one vote.

ARTICLE IX:

Officers will have titles of President, Vice-President, Secretary, Treasurer.

ARTICLE X:

The President shall preside at all meetings. If the president is absent, the next officer in charge shall preside.

ARTICLE M:

The Secretary is responsible for all correspondence and meeting minutes. The President or the Treasurer are authorized to sign checks,

ARTICLE MI:

The treasurer shall maintain the membership roster which is to include names, addresses and telephone numbers.

ARTICLE Mil:

New by-laws may be adopted or these by-laws may be amended or repealed by a % vote of the members present at the annual or special meeting.

ARTICLE XIV:

The office of Vice-President has been created.

AZ. CORP. COMMIS
FOR THE STATE OF
FILED
OF AZ.

COMMISSION
THE STATE OF AZ.
FILED
JUN 27 1 38 PM '94
APPR Chris Lee
DATE APPR 2-16-94
TERM _____
DATE _____ TIME _____
0720509-0

ARTICLES OF INCORPORATION

MAY 24 11 23 AM '91

OF

ARIZONA FLYWHEELERS

APPR _____
DATE APPR _____ FILED _____
TERM Nicole Stump
DATE 6/29/94 TIME 3:30pm

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves together for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona and for that purpose do hereby adopt these Articles of Incorporation.

ARTICLE 1

Name: The name of the corporation shall be:

Arizona Flywheelers

ARTICLE 11

The name and address of the incorporators are:

- Donald Finney
- 1230 Thompson Road
- Cottonwood, Arizona 86326
- Vic Williams
- 210aming Arrow Way
- Sedona, Arizona 86336
- Shirley L. Bell
- 541 Everett Lane
- Clarkdale, Arizona 86324

ARTICLE 111

The principal place of business shall be Cottonwood, Yavapai County, Arizona, but, it may establish other places of business as the Executive Board may from time to time establish.

ARTICLE IV

PURPOSE: The purpose for which this corporation is organized is the transaction of any or all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to

ARTICLE V

INITIAL BUSINESS: Said corporation is organized to preserve and maintain early examples of gas engines, tractors and

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miscellaneous related farm and mining equipment of ancient age and historical value, and to serve as an accurate and technical source of information concerning such items for the benefit of the members of the general public. It shall further be the purpose of this organization to unite in a central group all owners of gas engines tractors, and miscellaneous related farming and mining equipment, who are interested in restoring and maintaining the equipment, to attract respect within the community, and to help these owners become better acquainted and encourage the spirit of good fellowship.

ARTICLE VI

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 V. 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 the candidate for public office. 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 Internal Revenue Code of 1954, (or the corresponding provision of any Future United States Internal Revenue Law) or: (&) by a

corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, (or the corresponding provisions of any future United States Internal Revenue Laws) .

ARTICLE v 11

Upon the dissolution of the corporation , the Board of Directors, shall , after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation in such manner , or to such organizations organized and operated exclusively for charitable, educational , or scientific purposes as shall at the time qualify as an exempt organization or organization under Section 501 (3) of the Internal Revenue Code of 1954, (or the corresponding provision of any Future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of

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of the corporation such organization then or located, organizations, exclusively as said for such Court our Shaffno
determined which are organized and operated exclusively for such purpose.

ARTICLE v 111

The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

ARTICLE IX

The annual meeting is to be held at a place within or without the state as fixed by the bylaws .

ARTICLE X

STATUTORY AGENT: The name and address of the statutory agent of the corporation is: Robert Chesshir Attorney at Law

1785 W. Hwy. 89A
Sedona, Arizona 86336

ARTICLE XI

(1) The power to alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by the action of the members, shall be vested and reserved to the members.

- (2) addition to Arizona Revised Statutes provisions, a special meeting may be called in accordance with any provision in the bylaws approved and adopted by a majority of the membership.
- (3) The right of members to vote may be limited, enlarged or denied to the extent provided in the bylaws if such provision is approved and adopted by a majority of the membership at a reasonable time prior to any specific vote.
- (4) Subject to the limitations fixed in the Arizona Revised Statutes relative to the persons constituting the initial Board of Directors, the bylaws shall fix the number of directors, the manner of the election and the term of office, all to be approved by a majority of the membership.
- (5) A director may not be removed from office except on provisions set forth in the bylaws approved and adopted by a majority of the members.

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ARTICLE x 11

BOARD OF DIRECTORS: There shall be no less than three (3) Directors . The names and address of the persons who are to serve as Directors until their successors are elected are:

Donald Finney

Vic Williams

1230 Thompson Rd.

21 Flaming Arrow Way

Cottonwood, Arizona 86326

Sedona, Arizona 86336

Shirley L. Bell

541 Everett Lane

Clarkdale, Arizona 86324

The Directors listed above are also the Incorporators.

IN WITNESS WHEREOF, the

porators have hereunto set
94.

Donald Finney

Vic Williams

Incorporat

our hands this 20 day of May, 1994.

Donald Finney

Vic Williams

Shirley L. Bell
Shirley L. Bell

I Robert Chesshir having been designated to act as Sta
t u t o r y Agen., hereby consent to act in that capacity until
z-er, zvai or resignation is submitted in accordance with the
-Arizona Revised Statutes.

Robert Chesshir

Date MAY 20, 1994

AMENDMENTS: November 5, 2025 at Annual Meeting

SECRETARY / TREASURER is One Officer

VICE PRESIDENTS: 1ST Vice-president; 2ND Vice-president

DIRECTORS, two.

HISTORIAN