

RESOLUTION NO. 1321

**A RESOLUTION AUTHORIZING THE INDUSTRIAL
DEVELOPMENT AUTHORITY OF THE COUNTY OF
YAVAPAI TO AMEND ITS ARTICLES OF
INCORPORATION AND APPROVING THE FORM OF
THE PROPOSED AMENDMENTS**

WHEREAS, on March 14, 1977, the Board of Supervisors of Yavapai County, Arizona ("this Board") adopted a Resolution granting permission to organize the Industrial Development Authority of the County of Yavapai, an Arizona nonprofit corporation, designated a political subdivision of the State of Arizona (the "Authority"); and

WHEREAS, on April 26, 1977, the Authority was formed pursuant to Arizona law; and

WHEREAS, the Board of Directors of the Authority has filed an Application with this Board seeking permission to amend its Articles of Incorporation and specifying the proposed amendments, pursuant to the provisions of Section 35-704, Arizona Revised Statutes;

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF THE
COUNTY OF YAVAPAI, ARIZONA**, as follows:

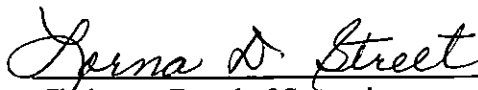
Section 1. This Board finds and determines that it is wise, expedient, necessary advisable that the articles of Incorporation of the Authority be amended, as proposed in it Application.

Section 2. The proposed Amendments to the Articles of Incorporation of the Authority, a copy of which is attached hereto, marked Exhibit "A", is hereby approved.

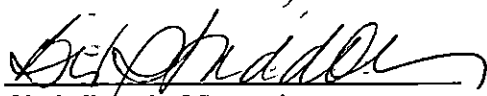
Section 3. This Board authorizes the Amendments to the Articles of Incorporation of the Authority to be made, in accordance with the provisions of Title 10, Chapter 33, Arizona, Revised, Statutes.

PASSED AND ADOPTED this 22nd day of January, 2002.

ATTEST:



Chairman, Board of Supervisors,
Yavapai County, Arizona



Clerk, Board of Supervisors,
Yavapai County, Arizona

EXHIBIT "A"

THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE COUNTY OF YAVAPAI
AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation, as now in effect, shall be amended by adopting the following additional articles, to be designated as Articles X and XI:

ARTICLE X

Non-Liability of Directors and Officers. The personal liability of directors and officers to the corporation for money damages for any action taken or any failure to take any action as a director or officer is eliminated, to the extent permitted by applicable law.

Exemption of Private Property. The private property of each director and officer of the corporation shall be forever exempt from all corporate debts and obligations of any kind whatsoever.