

# ARTICLES OF INCORPORATION OF THE MEIXNER MEMORIAL FOUNDATION

(An Arizona Non-Profit Corporation)

## ARTICLE I -- Name and Term

The name of the corporation is the: **Meixner Memorial Foundation**, hereinafter called the “Corporation.” The Corporation is a non-profit corporation organized under Arizona law, A.R.S. § 10-3101 *et seq.* The period of duration is perpetual from the time of approval by the Arizona Corporation Commission.

## ARTICLE II -- Purpose

The purpose for which this Corporation is organized is the transaction of any and 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 time. The Corporation is organized exclusively for scientific, charitable, educational, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (“IRC”), or any corresponding section of any future federal tax code. To the extent that the following conforms to such scientific, charitable, educational, and literary purposes, the general nature of the business to be transacted by the Corporation is more specifically described as the establishment of a self-sustaining Endowment that provides annual Grants to support advancing the science, practice, and public understanding of hydrogeology and water resources in Arizona, the semi-arid Southwestern United States, and globally, in the name and memory of Professor Tom Meixner, who was murdered in his office at the University of Arizona (UA) on October 5, 2022<sup>1</sup>.

The foregoing enumeration shall not be deemed to limit or restrict the general powers of the Corporation and the enjoyment and exercise thereof, as conferred by the laws of the State of Arizona under which this Corporation is formed.

## ARTICLE III -- Character of Affairs (Initial Business)

The Character of Affairs of the Corporation will be initially to actually take in Arizona all such actions as may be appropriate to accomplish the purposes set forth in Article II above. Professor Meixner was strongly in favor of developing a foundational, one-year, in-person, project-based Master of Science (MS) program (the Program). This foundational curriculum is now under development by the Department of Hydrology and Atmospheric Sciences (HAS) at the UA<sup>2</sup>. The professor who coordinates the Program will need support for the extra time required to engage the wider hydrogeologic community, especially over the project-based aspects of the curricula. The MS students enrolled in the Program will also need support to engage with the wider hydrogeologic community. A five (5) year fundraising period is planned before the first **Meixner Grants** are made to deserving Professors who support the Program and students enrolled in the program.

**Corporation Character of Affairs:** This Corporation is formed to award **Meixner Grants** to support the scientific, educational, and literary pursuits of deserving professors and students engaged in the One-Year Hydrogeology MS program currently under development at the University of Arizona. Eventually, if funds allow, the Foundation intends to provide Charitable donations to likeminded IRC §501(c)(3) organizations. The financial goal of the Corporation is to accumulate sufficient funds such that growth in these investments can be used to perpetually fund the above-listed scientific, charitable, educational, and literary benefits supporting the science of hydrogeology and society in general.

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<sup>1</sup> <https://meixnerfoundation.org/tom-meixner/>

<sup>2</sup> <https://has.arizona.edu/one-year-master-science-hydrogeology>

## **ARTICLE IV -- Inurement (Dedication) – Powers of the Corporation**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons. 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 II. 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 any 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 by: (a) a corporation exempt from Federal Income Tax under IRC §501(c)(3) (or the corresponding provisions of any future United States Internal Revenue Law) or by (b) a corporation, contributions to which are deductible under IRC §501(c)(3) (or the corresponding provisions of any future United States Internal Revenue Laws).

## **ARTICLE V -- Dissolution**

Upon 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 its assets to the Arizona Hydrologic Foundation (AHSF), a like-minded IRC §501(c)(3) organization organized and operated exclusively for charitable, educational, and scientific purposes, providing it qualifies at that time as an exempt organization under IRC §501(c)(3) (or the corresponding provision of any future United States Internal Revenue Laws), with the assets earmarked for the purposes of continued Meixner Grants to the coordinating Professor, or to such a program that exists at that time to further the science of Hydrogeology in the name of Professor Meixner. If the AHS Foundation does not exist, the Corporation shall dispose of its assets to the University of Arizona Foundation with the same earmarking.

Any such assets not disposed of as outlined above in this Article V shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such like-minded organization or organizations as the Court shall determine, and which are organized and operated exclusively for such purpose.

## **ARTICLE VI -- Indemnification & Limitation of Director Liability**

The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws. Specifically, the personal liability of the Corporation directors for monetary damage for any action taken, or any failure to take any action, as a director is eliminated to the fullest extent permitted by Arizona law, as it may be amended from time to time.

**A. Indemnification:** The Corporation shall indemnify any person against liability and expenses, including, without limitation, attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably suffered or incurred by reason of the fact that they are or were a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other entity, in all circumstances in which, and to the extent that, such indemnification is permitted by Arizona law, as it may be amended from time to time. Any indemnification hereunder shall be made by the Corporation only as authorized by the board of directors.

**B. Insurance:** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or who was serving at the request of the Corporation as a director or officer, against any liability asserted against them and incurred by them in any such capacity or arising out of their status as such, whether or not the Corporation would have had the power to

indemnify them against such liability under this Article.

The indemnification herein above permitted shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law.

#### **ARTICLE VII -- Board of Directors**

The initial board of directors shall consist of nine (9) directors. The names and addresses of the persons who are to serve as the voting directors until the first annual meeting of the board of directors, or until their successors are elected and qualified, are:

Larry Fisher	204 N. Longfellow Ave.	Tucson, Arizona	85711 – 2866
Erika Gallo	109 N. Camino Espanol	Tucson, Arizona	85716 – 4726
Michael Geddis	2253 E. Mitchell St.	Tucson, Arizona	85719 – 3226
Jim Hogan	5050 N. Via Condesa	Tucson, Arizona	85718 – 5727
Deirdre LaRochelle	2718 N. Richey Blvd.	Tucson, Arizona	85716 – 2340
Kathleen Meixner	4365 E. 13th Cir.	Tucson, Arizona	85711 – 4205
Margaret Meixner	128 N Oak Knoll Ave.	Pasadena, California	91101 – 1818
Suzanne Shields	1500 E. Entrada Segunda	Tucson, Arizona	85718 – 5825
Gary Woodard	1415 E. Lind Road	Tucson, Arizona	85719 – 2243

The number of persons to serve on the board of directors and their elected positions shall be fixed in the Bylaws.

#### **ARTICLE VIII -- Known Place of Business**

The street address of the known place of business of the Corporation in Pima County, Arizona, is:

2253 E. Mitchell Street  
Tucson, Arizona 85719-3226

#### **ARTICLE IX -- Statutory Agent**

The name and the address of the statutory agent of the Corporation in Pima County, Arizona, is:

Michael Geddis  
2253 E. Mitchell Street  
Tucson, Arizona 85719-3226  
PHONE: (520) 396 – 0761,  
EMAIL: MICHAEL.GEDDIS@GMAIL.COM

#### **ARTICLE X -- Incorporators**

The names and addresses of the incorporators are:

Michael Geddis	2253 E. Mitchell St.	Tucson, Arizona	85719 – 3226
Kathleen Meixner	4365 E. 13th Cir.	Tucson, Arizona	85711 – 4205

## ARTICLE XI -- Discrimination

The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

## ARTICLE XII -- Members

The Corporation will not have members.

## ARTICLE -- XIII --Special Restrictions

The Corporation shall have no stock, and no dividends or pecuniary profits shall be declared or paid to the directors hereof or to any other private individual.

The Corporation is expected to operate at all times as an organization that is not a private foundation. If at any time the Corporation is a private foundation, as described in IRC §509(a), then during such time the Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by IRC §4942 , or the corresponding section of any future federal tax code. Further, the Corporation shall not:

1. Engage in any act of self-dealing as defined in IRC §4941(d);
2. Retain any excess business holdings as defined in IRC §4943(c) ;
3. Make any investment in such manner as to subject the Corporation to tax under IRC §4944; or
4. Make any taxable expenditure as defined in IRC §4945(d).

## Article -- XIV -- Amendment

These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

EXECUTED this 5<sup>th</sup> day of August 2024 by the incorporators:

Signed:   
Michael Geddis

Signed:   
Kathleen Meixner

### Acceptance of Appointment by Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as Statutory Agent for the above-named corporation effective this 5<sup>th</sup> day of August 2024.

Signed:  Date: 8/5/2024  
Michael Geddis