

**EXHIBIT A**  
**ARTICLES OF AMENDMENT AND RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
CREATING THE FUTURE**

These Amended and Restated Articles of Incorporation supersede and take the place of the heretofore existing Articles of Incorporation and any amendments or restatements thereof of Creating the Future, all pursuant to the Arizona Nonprofit Corporation Act, Sections 10-3101 through 10-11702 of the Arizona Revised Statutes ("ANCA").

**ARTICLE I  
NAME**

The name of the corporation is Creating the Future (the "Corporation").

**ARTICLE II  
PURPOSE AND CHARACTER OF AFFAIRS**

The Corporation is organized and shall be operated exclusively for charitable, educational, scientific and literary purposes within the meaning of I.R.C. § 501(c)(3). These purposes shall include, but not be limited to, providing education, training and thought leadership with respect to effective systems for creating visionary community improvement. The Corporation may carry out its purposes directly or by making gifts, grants or other payments to qualifying organizations. In these Articles, the term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

**ARTICLE III  
ACTIVITIES AND RESTRICTIONS**

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual, officer or director of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Corporation's exemption under I.R.C. § 501(c)(3). The Corporation shall neither participate nor intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, including the publication or distribution of any statements.

Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual, officer or director of the Corporation; provided, however,

that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under I.R.C. § 501(c)(3) or by a Corporation contributions to which are deductible under I.R.C. Section 170(c)(2).

Section 5. Whenever the Corporation is a private foundation as defined in I.R.C. § 509(a), the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. § 4942 and the Corporation shall not engage in any act of self-dealing, retain any excess business holdings, make any taxable expenditures as defined in I.R.C. § 4941(d), 4943(c) and 4945(d), respectively, make any investments in such manner as to subject it to tax under I.R.C. § 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

#### **ARTICLE IV MEMBERS**

The Corporation shall have no members.

#### **ARTICLE V BOARD OF DIRECTORS**

Section 1. The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the ANCA. The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws.

#### **ARTICLE VII AMENDMENT**

These Articles of Incorporation may be amended by the directors of the Corporation by vote of a majority of the number of directors in office at the time that the amendment is adopted, provided that no amendment shall substantially change the original purposes of the Corporation.

#### **ARTICLE VIII DISSOLUTION**

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively to one or more organizations then described in I.R.C. § 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) having purposes substantially similar to those of the Corporation (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined

by the Superior Court of the county in which the principal office of the Corporation is then located.

**ARTICLE IX  
PRINCIPAL OFFICE; REGISTERED OFFICE AND REGISTERED AGENT**

The mailing and street address of the principal office of the Corporation is 4433 E. Broadway, Suite 202, Tucson, Arizona 85711 and the registered agent at such address is Hilda Gottlieb.

**CERTIFICATION**

The undersigned officer of Creating the Future hereby certifies that the foregoing Amended and Restated Articles of Incorporation do not contain amendments to the Articles of Incorporation requiring member approval and that said Amended and Restated Articles of Incorporation were adopted by the Board of Directors in accordance with Section 10-11002 of the ANCA.

Executed this 19 day of October, 2011.

A handwritten signature in black ink, appearing to read "L. R. Kaplan", is written over a horizontal line.

, Secretary