ANCHOR

Arizona Network for Conservation, Heritage, Open-Space & Rural Lands, Inc.

ARTICLES OF INCORPORATION (CHARTER)

Arizona Nonprofit Corporation

FINAL FILING COPY

September 25, 2026

ARTICLE 1 - NAME

The name of the corporation is Arizona Network for Conservation, Heritage, Open-Space & Rural Lands, Inc. The corporation may conduct activities under the public-facing name "ANCHOR" and other lawfully adopted trade names.

ARTICLE 2 - CHARACTER OF AFFAIRS

The corporation initially intends to conduct charitable, educational, scientific, land-conservation and stewardship activities, including protection of qualifying natural, scenic, open-space, agricultural, habitat, water, historical and cultural conservation values; acquisition, acceptance, holding, recording, monitoring and enforcement of conservation easements, restrictive covenants and related conservation interests; conservation research and education; landowner and community technical assistance; geographic and parcel analysis; and activities incidental or related to those purposes.

ARTICLE 3 - MEMBERS

The corporation WILL have members within the meaning of the Arizona Nonprofit Corporation Act. The statutory voting members are the Voting Conservation Members admitted under the Bylaws. The corporation may also recognize Supporting Members, donors, volunteers, landowners and other supporters who do not acquire statutory membership or voting rights merely by that status. No statutory member is admitted automatically by formation; admission, activation, county constituency assignment and voting eligibility are governed by the Bylaws.

ARTICLE 4 - EXEMPT PURPOSE

This corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax law. In furtherance of those exempt purposes, the corporation may conserve and protect natural, scenic, open-space, agricultural, habitat, water, historical and cultural resources and may acquire, accept, hold, record, monitor, steward and enforce conservation easements, restrictive covenants and other interests in real property consistent with its exempt purposes and applicable law.

ARTICLE 5 - LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director, officer, incorporator, private shareholder or other private person, except that the corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation except to the extent permitted for an organization described in Section 501(c)(3). The corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not be organized or operated for the primary benefit of private persons or development interests.

ARTICLE 6 - BOARD STRUCTURE, COUNTY REPRESENTATION AND INITIAL DIRECTOR

The corporation shall have a Board of Directors. During the Initial Board Build-Out Period, the Board shall have a variable range of one to fifteen directors. Thomas Casanova, 29902 W Dale Lane, Wittmann, Arizona 85361, is the sole initial director identified under A.R.S. §10-3202(A)(3). In addition, pursuant to the alternative designation method authorized by A.R.S. §10-3804(A)(3), Thomas Casanova is separately designated as the first Maricopa County Director. That designation is intended to continue without interruption if and when his statutory term as an initial director expires under A.R.S. §10-3805(A), and his Maricopa County Director service continues until a successor for that office is elected and qualifies or his service otherwise lawfully ends. Each additional qualified County Director lawfully appointed or elected to a not-yet-activated county office increases the prescribed Board size by one. When all fifteen Arizona county offices existing as of formation have first been occupied, "Statewide Board Activation" occurs and the Board becomes fixed at one County Director for each legally existing Arizona county, one Board vote per County Director, subject to lawful adjustment if Arizona later changes its county structure.

ARTICLE 7 - FOUNDER TRANSITION, DIRECTOR SELECTION AND TERMS

For the Founder Transition Period, ending at the earliest of twenty-four months after legal formation, written relinquishment by Thomas Casanova, or Statewide Board Activation, Thomas Casanova as Founder and Incorporator may appoint qualified initial County Directors to county offices that have never been activated. This is an alternative director-appointment method

established under A.R.S. §10-3804(A)(3). Each appointee must satisfy the county-residency, independence, disclosure and qualification requirements of the Bylaws. Founder appointment authority does not include authority to remove a director elected by members. After Founder appointment authority ends, any remaining not-yet-activated county offices are first filled through the applicable County Constituency election procedures in the Bylaws. After the initial election transition, County Directors are elected by the Voting Conservation Members of their respective County Constituencies to staggered regular terms of fifteen years as provided in the Bylaws.

ARTICLE 8 - PROTECTED GOVERNANCE

The Bylaws shall identify extraordinary "Protected Actions" that materially alter the corporation's charitable conservation mission, county-equality structure, statutory Voting Conservation Members, long-term director-election architecture, Conservation Protector system, conservation-asset protections, dissolution safeguards, or anti-capture voting requirements. After Statewide Board Activation, a Protected Action requires, to the extent permitted by law: (a) affirmative approval of at least eighty percent of all Authorized County Director Offices; (b) affirmative approval representing at least ninety percent of all Active Voting Conservation Member voting power statewide; (c) approval by a majority of votes cast in at least eighty percent of County Constituencies then having Active Voting Conservation Members; and (d) any written Conservation Protector approval required by Article 9. A voluntary Protected Action may not proceed merely because no members have yet been admitted: after Statewide Board Activation, the Initial Organizational Enrollment Period must have closed and Active Voting Conservation Members must exist in at least a majority of Arizona County Constituencies before a voluntary Protected Action may proceed, except as required by controlling law, a final court order, or a Formation Compliance Action. Before Statewide Board Activation, voluntary Protected Actions are suspended except narrowly defined Formation Compliance Actions permitted by the Bylaws to correct filing or legal-qualification defects, comply with controlling law, or dissolve before the corporation has accepted any recorded conservation interest. Members are expressly authorized under A.R.S. §10-11023 or successor law to adopt or amend Bylaw provisions establishing greater member quorum or voting requirements.

ARTICLE 9 - CONSERVATION PROTECTORS; THIRD-PERSON APPROVAL

The corporation establishes three independent Conservation Protector offices. Conservation Protectors are not directors, officers, managers or ordinary operational decision-makers and no person may simultaneously serve as a Conservation Protector and as a director or officer of ANCHOR. The initial Protector offices may be vacant at formation while qualified independent persons are identified. During the Founder Transition Period, Thomas Casanova may appoint the initial Protectors by signed written instruments, subject to the independence and conflict standards in the Bylaws. Thereafter, if two or three Protectors are serving, a Protector vacancy is filled by unanimous written appointment of all other serving Protectors. If fewer than two Protectors are serving after the Founder Transition Period, a vacancy may be filled only by approval of at least two-thirds of directors then in office plus approval of at least two-thirds of Active Voting Conservation Member voting power statewide and a majority of votes cast in a majority of County

Constituencies then having Active Voting Conservation Members. If those restoration conditions cannot then be satisfied, the office remains vacant and any voluntary Protected Action requiring Protector approval remains suspended, without impairing ordinary operations or any remedy required by controlling law or a final court order. For purposes of A.R.S. §10-11030 or successor law, each natural person then lawfully serving in a Conservation Protector office is a specified person whose written approval is required for any amendment to these Articles or the Bylaws that materially weakens Article 8, this Article 9, the county-equality structure, statutory voting membership, the conservation-asset protections, or the dissolution/succession protections. Unless a greater requirement is stated in the Bylaws, approval of at least two of the three serving Protector offices is required. No Protected Action requiring Protector approval may proceed while fewer than two Protectors are serving, except a Formation Compliance Action expressly permitted before Statewide Board Activation.

ARTICLE 10 - CONSERVATION ASSETS

Conservation easements, restrictive covenants and other restricted conservation interests accepted by the corporation shall be held, administered, monitored, enforced, transferred, modified, released or otherwise dealt with only in a manner consistent with the governing instrument, applicable law, the corporation's charitable conservation purposes and any legally binding donor or grant restrictions. No member, director, officer, Founder, Conservation Protector or other person acting individually has authority to release or extinguish a conservation interest. No corporate vote creates authority to weaken a recorded restriction when the recorded instrument withholds that authority.

ARTICLE 11 - DISSOLUTION AND SUCCESSION

Upon dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding provision of any future federal tax law, or to the federal government, or to a state or local government, for a public purpose. To the extent legally and practically possible, conservation easements, restrictive covenants, related enforcement rights, associated restricted stewardship assets and necessary permanent records shall first be transferred to one or more qualified organizations capable of continuing their conservation protection and stewardship obligations. Dissolution shall not be used as a device to release or materially weaken conservation restrictions.

ARTICLE 12 - STATUTORY AGENT AND KNOWN PLACE OF BUSINESS

Statutory Agent: Thomas Casanova. Arizona street address: 29902 W Dale Lane, Wittmann, Arizona 85361. The known place of business of the corporation is 29902 W Dale Lane, Wittmann, Arizona 85361. The statutory agent shall execute the acceptance required by the Arizona Corporation Commission.

ARTICLE 13 - INCORPORATOR

Incorporator: Thomas Casanova, 29902 W Dale Lane, Wittmann, Arizona 85361.

INCORPORATOR SIGNATURE

Thomas Casanova, Incorporator 09/25/2026

Signature: _____ Date: _____