

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
DeGrazia Art and Cultural Foundation, Inc.		12/15/1998	Non-Profit Corporation: ARIZONA
RECEIVING PARTY DATA			
Name:	DeGrazia Foundation		
Street Address:	6300 N. Swan Road		
City:	Tucson		
State/Country:	ARIZONA		
Postal Code:	85718		
Entity Type:	Non-Profit Corporation: ARIZONA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	1339191	DEGRAZIA ART AND-CULTURAL FOUNDATION SEAL OF AUTHENTICITY AUTHENTIC DEGRAZIA 1984	
Registration Number:	1385179	DE GRAZIA	
Registration Number:	1382239	DE GRAZIA	
Registration Number:	1399349		
CORRESPONDENCE DATA			
Fax Number:	(602)734-3750		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	602.262.5311		
Email:	TRADEMARKS@LRLAW.COM		
Correspondent Name:	Christy L.E. Hubbard		
Address Line 1:	40 N. Central Avenue, Suite 1900		
Address Line 4:	Phoenix, ARIZONA 85004		
NAME OF SUBMITTER:	Christy L.E. Hubbard		

CH \$115.00 1339191

Signature:

/CHRISTY L.E. HUBBARD/

Date:

06/07/2005

Total Attachments: 6

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EXPEDITED

0112724-4
AZ. CORP. COMMISSION
FILED

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
DEGRAZIA ART AND CULTURAL FOUNDATION, INC.**
(Amending and Restating the Articles of
Incorporation in their entirety)

JAN 15 1999

APPR.
TERM
DATE

B. Malloy
1-19-99

Pursuant to Title 10, Chapter 22, Arizona Revised Statutes, the undersigned corporation adopts the attached Amended and Restated Articles of Incorporation:

1. The name of the corporation is DeGrazia Art and Cultural Foundation, Inc.
2. The attached Amended and Restated Articles of Incorporation amends and restates in their entirety the Articles of Incorporation filed with the Arizona Corporation Commission on November 4, 1977, as amended to date. The Amended and Restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation as previously amended and amended hereby, and supersede the original Articles of Incorporation and all amendments.
3. The amendments were adopted on December 15, 1998.
4. The Amended and Restated Articles of Incorporation were duly adopted by act of the members in the manner prescribed by A.R.S. § 10-2362.

Dated: 12/28, 1998.

DeGrazia Art and Cultural Foundation, Inc.,
an Arizona nonprofit corporation

By: Lorraine Drachman
Lorraine Drachman

Its: President

By: Robert Vint
Robert Vint

Its: Secretary



TRADEMARK

REEL: 003097 FRAME: 0636

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DEGRAZIA FOUNDATION

I.

The name of the corporation is "DeGrazia Foundation."

II.

The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provision of any future federal tax laws. The corporation initially intends to operate as a nonprofit organization to make grants for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

The purpose of the corporation shall specifically include the promotion and appreciation of art and other cultural interests, and the perpetuation and display of the artistic works of Ettore "Ted" DeGrazia and the provision of a dignified cultural center for such display.

III.

(a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, members 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 II hereof. No substantial part of the corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(b) The corporation shall distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provision of any future federal tax laws. In addition, the corporation shall not: (1) engage in any act of self-dealing as

defined in Section 4941(d) of the Code or corresponding provision of any future federal tax laws; (2) retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provision of any future federal tax laws; (3) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code or corresponding provision of any future federal tax laws; or (4) make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provision of any future federal tax laws.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation: (1) exempt from income tax under Section 501(c)(3) of the Code or corresponding provision of any future federal tax laws; (2) contributions to which are deductible for income tax purposes under Section 170(c)(2) of the Code or corresponding provision of any future federal tax laws; (3) bequests, legacies, devises, and transfers to which are deductible for estate tax purposes under Section 2055(a)(2) of the Code or corresponding provision of any future federal tax laws; or (4) gifts to which are deductible for gift tax purposes under Section 2522(a)(2) of the Code or corresponding provision of any future federal tax laws.

IV.

The board of directors shall consist of no less than three directors nor more than 15 directors, such number to be fixed in the Bylaws. The board of directors currently consists of nine directors. Directors may be divided into classes, and the terms of office of the several classes need not be uniform. The names and addresses of the persons who served as the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
Ettore "Ted" DeGrazia	6300 North Swan Road Tucson, Arizona 85718
Frenck S. DeGrazia	201 East "F" Florence, Arizona 85232
Marion DeGrazia	6300 North Swan Road Tucson, Arizona 85718

The names and addresses of the persons who now serve as directors are:

<u>Name</u>	<u>Address</u>
Marion DeGrazia	6300 North Swan Road Tucson, Arizona 85718

Robert Vint

6300 North Swan Road
Tucson, Arizona 85718

Jon R. Young

1200 North El Dorado Place
Suite F-600
Tucson, Arizona 85715

James F. McNulty, Jr., Esq.

One South Church Avenue
Suite 1900
Tucson, Arizona 85701

George Domino

6300 North Swan Road
Tucson, Arizona 85718

Lorraine Drachman

6300 North Swan Road
Tucson, Arizona 85718

Abe Chanin

6300 North Swan Road
Tucson, Arizona 85718

David Hoefflerle

6300 North Swan Road
Tucson, Arizona 85718

Kathy Bushroe

6300 North Swan Road
Tucson, Arizona 85718

V.

No director of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director to the extent the elimination or limitation thereof is prohibited by Title 10, Arizona Revised Statutes, as amended from time to time. For purposes of this Article, the term "director" includes a trustee and a person who serves on the board or council of the corporation in an advisory capacity.

VI.

To the fullest extent permitted by law, the corporation shall indemnify every director, officer or employee of the corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to which he is or was a party or is threatened to be made a party by reason of the fact that he is or was a director, officer or employee of the corporation or is or was serving at the request of the corporation as a director, officer, employee, member or agent of another corporation or other entity. The foregoing rights of indemnification shall be in addition to and not exclusive of all of the rights to which such persons may be entitled at law or otherwise. Notwithstanding the foregoing, the board of directors shall have the right to refuse indemnification as to any expenses unreasonably incurred.

VII.

Upon dissolution of the corporation, the board of directors, after making provision for the payment of all of the liabilities of the corporation, shall arrange for the distribution of all of the assets of the corporation exclusively for the tax-exempt purposes of the corporation, by distribution to one or more organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or corresponding provision of any future federal tax laws, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of Pima County, Arizona, exclusively for the tax-exempt purposes of the corporation or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

VIII.

The names and addresses of the incorporators were:

<u>Name</u>	<u>Address:</u>
Ettore "Ted" DeGrazia	6300 North Swan Road Tucson, Arizona 85718
Frenck S. DeGrazia	201 East "T" Florence, Arizona 85232
Marion DeGrazia	6300 North Swan Road Tucson, Arizona 85718

IX.

The board of directors may authorize a membership for the corporation and establish rules regarding the admission and expulsion of members. In no event shall the membership be entitled to vote on any matter concerning this corporation or its directors.

X.

Thomas A. McCarville, 501 North Marshall (Post Office Box 555), Casa Grande, Arizona 85222, was the initial statutory agent for the corporation.

L and R Service Co., an Arizona corporation, One South Church Avenue, Suite 700, Tucson, Arizona 85701, is hereby appointed the statutory agent for the corporation for the State of Arizona.

Dated as of December 15, 1998.

DeGrazia Foundation

By: Lorraine Drachman
Lorraine Drachman

Its: President

By: Robert Vint
Robert Vint

Its: Secretary