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FILE NO.

2078590-4ARIZONA CORP COMMISSION
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FILE NO.

2078590-4

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DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**ARTICLES OF INCORPORATION
NONPROFIT CORPORATION***Read the Instructions C011i*

- 1. ENTITY NAME** - see Instructions C011i for naming requirements - give the exact name of the corporation:

Valley of the Sun Charity Foundation

- 2. CHARACTER OF AFFAIRS** - briefly describe the character of affairs the corporation initially intends to conduct in Arizona. **NOTE** that the character of affairs that the corporation ultimately conducts is not limited by the description provided.

The Foundation will conduct educational services, mentoring, and make charitable contributions.

- 3. MEMBERS - check one:** ☐ The corporation WILL have members.
☒ The corporation WILL NOT have members.

4. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

- 4.1** Is the Arizona known place of business address the same as the **street address** of the statutory agent?

- ☒ Yes - go to number 5 and continue
☐ No - go to number 4.2 and continue

- 4.2** If you answered "No" to number 4.1, give the **physical or street address** (not a P.O. Box) of the known place of business of the corporation in Arizona:

1			
Attention (optional)			
Address 1			
Address 2 (optional)		State or Province	Zip
City			
Country			

5. DIRECTORS - list the name and business address of each and every Director of the corporation. If more space is needed, check this box ☐ and complete and attach the Director Attachment form C082.

Phyllis Smolens							
Name				Name			
10432 Los Lagos Vista Avenue				Address 1			
Address 1				Address 1			
Suite 111		Address 2 (optional)		Address 2 (optional)		Address 2 (optional)	
Mesa		AZ		85209			
City		State or Province		Zip			
Country		UNITED STATES					
Bobbie Bennett							
Name				Name			
46 West Krista Way				Address 1			
Address 1				Address 1			
Address 2 (optional)		AZ		85284			
Tempe		State or Province		Zip			
City		UNITED STATES					
Country		State or Province		Zip			
Debra Whetzel							
Name				Name			
21111 East Aspen Valley Drive				Address 1			
Address 1				Address 1			
Address 2 (optional)		AZ		85142			
Queen Creek		State or Province		Zip			
City		UNITED STATES					
Country		State or Province		Zip			

6. STATUTORY AGENT - *see Instructions C0111*

6.1 REQUIRED - give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:				6.2 OPTIONAL - mailing address in Arizona of statutory agent (can be a P.O. Box):			
Phyllis Smolens							
Statutory Agent Name (required)							
Attention (optional)				Attention (optional)			
10432 Los Lagos Vista Avenue				Address 1			
Address 1				Address 1			
Suite 111		Address 2 (optional)		Address 2 (optional)		Address 2 (optional)	
Mesa		AZ		85209			
City		State		Zip			
Country		State or Province		Zip			
6.3 REQUIRED - the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with these Articles of Incorporation.							

7. REQUIRED - you must complete and submit with the Articles a **Certificate of Disclosure**.

The Articles will be rejected if the Certificate of Disclosure is not simultaneously submitted.

8. INCORPORATORS - list the name and address, and the signature, of each and every incorporator - minimum of one is required. If more space is needed, check this box

☒ and complete and attach the Incorporator Attachment form C084.

Phyllis Smolens

Name

10432 Los Lagos Vista Avenue

Address 1

Suite 111

Address 2 (optional)

Mesa

AZ

85209

City

UNITED STATES

State

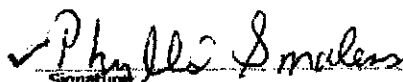
Zip

Country

SIGNATURE - see Instructions C0111:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT



Signature

Phyllis Smolens

03/20/2016

Printed Name

Date

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

☐ **Corporation as Incorporator** - I am signing as an officer or authorized agent of a corporation and its name is:

☐ **LLC as Incorporator** - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is:

Bobbie Bennett

Name

46 West Krista Way

Address 1

Address 2 (optional)

Tempe

AZ

85284

City

UNITED STATES

State

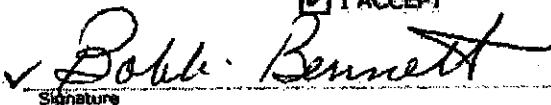
Zip

Country

SIGNATURE - see Instructions C0111:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT



Signature

Bobbie Bennett

03/20/2016

Printed Name

Date

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

☐ **Corporation as Incorporator** - I am signing as an officer or authorized agent of a corporation and its name is:

☐ **LLC as Incorporator** - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is:

Filing Fee: \$40.00 (regular processing)
Expedited processing - add \$35.00 to filing fee.
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission
Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are public record and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.
INCORPORATOR ATTACHMENT

1. ENTITY NAME as listed on the Articles of Incorporation:

Valley of the Sun Charity Foundation

2. INCORPORATORS - List the name and address, and provide the signature, of additional INCORPORATORS of the corporation. If more space is needed, use another Incorporator Attachment form C084.

Debra Whetzel

Name

21111 East Aspen Valley Drive

Address 1

Address 2 (optional)

Queen Creek

AZ

85142

City

UNITED STATES



State

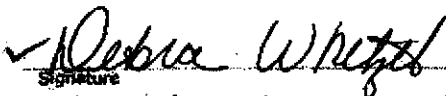
Zip

Country

SIGNATURE: see Instructions C010i or C011i:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT



Signature

Debra Whetzel

03/20/2016

Printed Name

Date

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

☐ **Corporation as Incorporator** - I am signing as an officer or authorized agent of a corporation and its name is:

☐ **LLC as Incorporator** - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is:

Name

Address 1

Address 2 (optional)

City

State

Zip

Country

SIGNATURE: see Instructions C010i or C011i:

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature

Printed Name

Date

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

☐ **Corporation as Incorporator** - I am signing as an officer or authorized agent of a corporation and its name is:

☐ **LLC as Incorporator** - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is:

CERTIFICATE OF DISCLOSURE*Read the Instructions C003i***1. ENTITY NAME** – give the exact name of the corporation in Arizona:Valley of the Sun Charity Foundation**2. A.C.C. FILE NUMBER** (if already incorporated or registered in AZ): _____Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>**3. Check only one of the following to indicate the type of Certificate:**

- ☒ Initial (accompanies formation or registration documents)
- ☐ Annual (credit unions and loan companies only)
- ☐ Supplemental to COD filed _____ (supplements a previously-filed Certificate of Disclosure)

4. FELONY/JUDGMENT QUESTIONS :

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

4.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.2	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4.4	If any of the answers to numbers 4.1, 4.2, or 4.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

5. BANKRUPTCY QUESTION:

5.1 Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in **any other corporation** (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation?

☐ Yes☒ No

5.2 If the answer to number 5.1 is **YES**, you **MUST** complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:

Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Phyllis Smolens

Name

10432 Los Lagos Vista Avenue

Address 1

Suite 111

Address 2

Mesa**AZ****85209**

City

UNITED STATES

State

Zip

Country

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Phyllis Smolens

Printed Name

03/20/2016

Date

REQUIRED - check only one:

- ☒ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Bobbie Bennett

Name

46 West Krista Way

Address 1

Address 2

Tempe**AZ****85284**

City

UNITED STATES

State

Zip

Country

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Bobbie Bennett

Printed Name

03/20/2016

Date

REQUIRED - check only one:

- ☒ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None**All fees are nonrefundable - see Instructions.****Mail:** Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007**Fax:** 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are public record and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

INCORPORATOR ATTACHMENT**1. ENTITY NAME as listed on the Articles of Incorporation:**Valley of the Sun Charity Foundation**2. INCORPORATORS - List the name and address, and provide the signature, of additional INCORPORATORS of the corporation. If more space is needed, use another Incorporator Attachment form C084.**

Debra Whetzel

Name

21111 East Aspen Valley Drive

Address 1

Address 2 (optional)

Queren Creek

AZ

85142

City

UNITED STATES



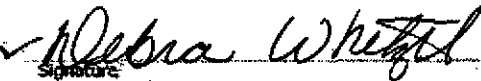
State

Zip

Country

SIGNATURE: see Instructions C010 or C011:

By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature

Debra Whetzel

03/20/2016

Date

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

☐ Corporation as Incorporator - I am signing as an officer or authorized agent of a corporation and its name is:

☐ LLC as Incorporator - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is:

Name

Address 1

Address 2 (optional)

City

State

Zip

Country

SIGNATURE: see Instructions C010 or C011:

By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature

Printed Name

Date

IF SIGNING FOR AN ENTITY, CHECK ONE, FILL IN BLANK:

☐ Corporation as Incorporator - I am signing as an officer or authorized agent of a corporation and its name is:

☐ LLC as Incorporator - I am signing as a member, manager, or authorized agent of a limited liability company, and its name is:

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

STATUTORY AGENT ACCEPTANCE

Please read Instructions M0021

1. **ENTITY NAME** – give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

Valley of the Sun Charity Foundation

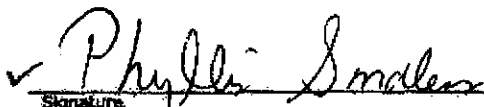
2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be either an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

Phyllis Smolens

3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.


Signature

Phyllis Smolens
Printed Name

03/20/2016
Date

REQUIRED – check only one:

- | | |
|---|---|
| <input checked="" type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent. | <input type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity. |
|---|---|

Filing Fee: none (regular processing)
Expedited processing – not applicable.
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission – Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
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If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

Attachment to State of Arizona Articles of Incorporation for:

VALLEY OF THE SUN CHARITY FOUNDATION

Per the Internal Revenue Service:

Article 9. Purpose(s) for which the Corporation is organized.

Said organization is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 10. Add the following provisions.

Distribution

- a. No part of the earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code."

Dissolution

- b. Upon dissolution of the organization, 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 section of any future federal tax code, or shall be distributed the federal government, or to a state or local government for public purpose. Any such assets not disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."