

NONPROFIT ARTICLES
ARTICLES OF INCORPORATION
OF

(NAME OF CORPORATION)

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves together for the purpose of forming a nonprofit corporation under and pursuant to the laws of the State of Arizona and for that purpose do hereby adopt these Articles of Incorporation.

ARTICLE I

NAME: The name of the corporation shall be:

ARTICLE II

The name and address of the incorporator(s) is:

ARTICLE III

PURPOSE: The purpose for which this corporation is organized is the transaction of any or 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.

ARTICLE IV

ARTICLE V

No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, 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 IV. 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: (a) by a corporation exempt from Federal Income Tax under Section _____ of the Internal

Revenue Code of _____ (or the corresponding provision of any future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section _____ of the Internal Revenue Code of _____ (or the corresponding provisions of any future United States Internal Revenue Laws).

ARTICLE VI

Upon the 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 of its assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt

organization or organizations under Section _____ of the Internal Revenue Code of _____ (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VII

The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

ARTICLE VIII

STATUTORY AGENT: The name and address of the initial statutory agent of the corporation is:

Name:

Street Address: (See Instructions)

City, State:

Zip Code:

ARTICLE IX

BOARD OF DIRECTORS: There shall be no less than three (3) Directors. The names and addresses of the persons who are to serve as Directors until the first annual meeting of Directors or until their successors are elected and qualified are:

Name: _____ Address: _____

(Incorporator's signature)

DATED THIS _____ DAY OF _____, _____

I, _____, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed, or resignation is submitted in accordance with the Arizona Revised Statutes.

(Signed)

Date: _____

ARIZONA CORPORATION COMMISSION
INSTRUCTIONS
for
NONPROFIT ARTICLES OF INCORPORATION

THIS SAMPLE SET OF NONPROFIT ARTICLES OF INCORPORATION HAS BEEN PREPARED IN AN EFFORT TO OFFER GUIDANCE IN THE PREPARATION OF YOUR ARTICLES OF INCORPORATION. PLEASE BE ADVISED, HOWEVER, THAT THIS SAMPLE REFLECTS ONLY THE MINIMUM PROVISIONS REQUIRED BY LAW. YOU SHOULD SEEK PRIVATE LEGAL COUNSEL FOR THOSE MATTERS WHICH PERTAIN TO THE INDIVIDUAL NEEDS OF YOUR CORPORATION.

ARTICLES I, II and III—Self explanatory. Be sure to include zip codes where addresses are required.

ARTICLE IV—CHARACTER OF AFFAIRS—State briefly the character of affairs which the corporation initially intends to actually conduct in this state. Such statement shall not limit the character of affairs which the corporation ultimately conducts. See Arizona Revised Statute 10–1004.

ARTICLE V—This article is included for the purpose of obtaining tax-exempt status with the Internal Revenue Service and to comply with Arizona Revised Statute 10–1026. If the corporation intends to apply for tax-exempt status under Federal law, you will need to cite the specific Section of the Internal Revenue Code, as amended, under which your corporation plans to organize. For further information, please refer to Federal Publication No. 557 which is available at your local IRS office.

ARTICLE VI—Insert applicable Section number of the IRS Code. (See instruction for Article V.)

ARTICLE VII—This provision is not mandatory. Please refer to Arizona Revised Statutes 10–1005(B)(6) and 10–1005(C).

ARTICLE VIII—Be sure to include the street address for your statutory agent. P.O. Box will not be accepted.

ARTICLE IX—Self explanatory.

****SPECIAL NOTE****

You may include any other provision not inconsistent with law which the incorporators elect to set forth. (Arizona Revised Statute 10–1029.A.(8))

It is not necessary to state in your articles of incorporation any of the corporate powers already enumerated in the Nonprofit Code. (Arizona Revised Statute 10–1029.B.)

PLEASE MAKE SURE YOUR ARTICLES ARE PROPERLY SIGNED AND DATED.

INC: 0041
Rev. 4/87

1200 WEST WASHINGTON, PHOENIX, ARIZONA 85007/402 WEST CONGRESS
STREET, TUCSON, ARIZONA 85701

GENERAL INSTRUCTIONS

PHOENIX OFFICE

TUCSON OFFICE

1200 West Washington

400 West Congress

Phoenix, Arizona 85007

Tucson, Arizona 85701

P.O. Box 6019 ARIZONA
CORPORATION

Phone (602) 628-6560

Phoenix, Arizona 85005 COMMISSION Toll Free: 1-800-345-5819

Phone: (602) 542-3135

(AZ Residents Only)

Toll Free: 1-800-345-5819

(AZ Residents Only)

ALL CORPORATIONS EITHER INCORPORATING AS A DOMESTIC CORPORATION OR
APPLYING AS A FOREIGN CORPORATION FOR AUTHORITY TO TRANSACT BUSINESS
IN ARIZONA, MUST COMPLY WITH THE FOLLOWING AT THE TIME OF FILING:

1. Make sure that the name you are using has been checked with the
Commission and is available for use by your corporation. (The name may
be reserved for 120 days for a fee of \$.)

Phone: (602) 542-3230 (PHOENIX OFFICE)

(602) 628-6560 (TUCSON OFFICE)

2. Deliver the original and one (1) or more copies of the Articles of Incorporation (for domestic
corporations) OR Application for Authority (for foreign corporations) to the Commission, copies of which
will be returned when all requirements have been satisfied.

3. Statutory Agent must have street address. (P.O. Box not accepted.)

4. File the enclosed Certificate of Disclosure as required.

5. Pay the required fees:

Corporation— Arizona Profit Corporation— \$_____ Foreign Profit
\$_____

Arizona Nonprofit \$_____ Foreign Nonprofit \$_____
Corporation— Corporation—

6. Advise the Commission, in writing, of the Fiscal Date to be used by the corporation.

7. AFTER FILING THE ARTICLES OR APPLICATION, THEY MUST BE PUBLISHED.

Within sixty (60) days after filing with the Commission, there must be published in a newspaper of general circulation in the County of the known place of business in Arizona, three (3) consecutive publications of the Articles of Incorporation (domestic) or a copy of the Application (foreign). Within 90 days after filing, an Affidavit of this publication must also be filed with the Arizona Corporation Commission.

FOREIGN APPLICATIONS PLEASE NOTE: ALL APPLICATIONS FOR AUTHORITY, WHETHER PROFIT OR NONPROFIT, MUST BE ACCOMPANIED BY A CERTIFIED COPY OF THE ARTICLES OF INCORPORATION AND ALL AMENDMENTS, AND A CERTIFICATE OF GOOD STANDING FROM THE DOMICILE STATE, ALL OF WHICH MUST BE DATED WITHIN SIXTY (60) DAYS OF DELIVERY TO THIS OFFICE.

NOTE: Any sample forms included with this Instruction Sheet reflect the minimum requirements set forth in Arizona Revised Statutes, Title 10. They do not presume to include each and every clause that could pertain to the individual needs of your corporation. For such information, you should seek competent advice from a private source.

ALL INCORPORATING DOCUMENTS FILED WITH THE ARIZONA CORPORATION COMMISSION, INCLUDING THE ANNUAL STATEMENT OF FINANCIAL CONDITION, ARE PUBLIC RECORD. AS SUCH, ALL CORPORATE FILES, WITHOUT EXCEPTION, ARE OPEN FOR PUBLIC INSPECTION.

FOOTNOTE 1 Form INC:0041 (Rev 4/87) furnished by the Arizona Corporation Commission.

A Certificate of Disclosure must be filed with the articles. This Certificate, available from the Corporation Commission, requires disclosure of prior fraud or bankruptcies associated with persons involved with the corporation.