

Articles of Incorporation of

Article I

Name: The name of the corporation shall be _____

Article II

Purpose: The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

Article III

Initial Business: The corporation initially intends to:

Article IV

Authorized Capital: The corporation shall have the authority to issue

_____ shares of common stock of the par value

of _____.

Article V

Statutory Agent: The name and address of the initial Statutory Agent, a bona fide resident of Arizona for three years is:

Article VI

Board of Directors: The initial Board of Directors shall consist of _____ Directors. The person(s) who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

_____(Name),
_____(Address)

The Directors are also the Incorporators. (Two are required.) (All Incorporators must sign.)

_____(Name)

_____(Name)

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.

GENERAL FILING INSTRUCTIONS FOR CORPORATIONS

ALL CORPORATIONS, DOMESTIC AND FOREIGN, MUST COMPLY WITH THE FOLLOWING AT THE TIME YOUR DOCUMENTS ARE PRESENTED FOR FILING.

1. Make sure that the corporate name you are using has been checked with the Commission and is available for use by your corporation. (Telephone approval is advisory only, but the name may be formally reserved for 120 days for a fee of \$10.00.) Call our office for details at: (602) 542-3135 in Phoenix or (520) 628-6560 in Tucson.
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. Your filed copy will be returned to you when all requirements have been satisfied.
3. Statutory Agent must have a street address (P.O. Box not accepted).
4. The enclosed Certificate of Disclosure must be signed and dated within 30 days of delivery to this office by all incorporators of a new corporation, or by any two executive officers or directors of an existing corporation.
5. Pay the required (U.S.) fees. Please make check payable to the Arizona Corporation Commission.

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

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

6. Advise the Commission in writing of the fiscal year end date adopted 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 a copy of the Articles of Incorporation (domestic) or Application for Authority (foreign). Within ninety (90) days after filing, an Affidavit evidencing the publication must be filed with the Commission. Please note: DOCUMENTS ARE NOT FILED UNTIL APPROVED.

FOREIGN CORPORATIONS PLEASE NOTE: ALL APPLICATIONS FOR AUTHORITY, BOTH PROFIT AND NONPROFIT, MUST BE ACCOMPANIED BY A CERTIFIED COPY OF YOUR ARTICLES OF INCORPORATION; ANY SUBSEQUENT AMENDMENTS AND/OR MERGERS; AND A CERTIFICATE OF GOOD STANDING. ALL CERTIFIED DOCUMENTS AND THE CERTIFICATE OF GOOD STANDING MUST BE DATED WITHIN SIXTY (60) DAYS OF DELIVERY TO THIS OFFICE, AND MUST BE CERTIFIED BY AN OFFICIAL OF THE JURISDICTION UNDER THE LAWS OF WHICH THE CORPORATION WAS FORMED.

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

ALL CORPORATE 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.

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400 WEST CONGRESS STREET, TUCSON, ARIZONA 85701

C/F:0034 REV. 5/95

NOTE: Only 1 director is required