

AZ. JUD. DEPARTMENT
FILED

JUL 27 1994

APPR. Christina [Signature]
FORM
DATE 7-27-94

0723088-1

**ARTICLES OF INCORPORATION
OF
THE ARIZONA SENIOR CENTER ASSOCIATION, INC.**

The undersigned, for the purpose of forming an Arizona nonprofit corporation, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name of the Corporation

The name of the corporation shall be "The Arizona Senior Center Association, Inc." SEC. 1117

ARTICLE II

Purpose

The corporation shall be organized exclusively for charitable, religious, and/or educational purposes under Chapter 5 of Title 10 of the Arizona Revised Statutes, and as a tax-exempt organization under Section 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future law) and Section 43-1201.4 of the Arizona Revised Statutes including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future law).

ARTICLE III

Character of Affairs

The corporation initially intends to strengthen and foster the development of senior centers.

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ARTICLE IV

Principal Place of Business

The principal place of business of the corporation shall be 247 North Macdonald, Mesa, Arizona 85201. The corporation may conduct its business and maintain offices for such purpose in such other place or places, either within or without the State of Arizona, as it may from time to time determine advisable.

ARTICLE V

Compensation and Profits

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, officers, directors 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 Articles II and III hereof. No substantial part of the activities of the corporation shall be for the purpose of carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. 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 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future law) or (b) by a corporation, contributions to which are deductible under §§ 170(c)(2), 2055(a), or 2522(a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future law).

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ARTICLE VI

Capital Stock

There shall be no shareholders or capital stock and no authority to issue shares of stock. The corporation shall not be engaged in business for profit.

All assets of the corporation shall be dedicated to the exempt purposes for which the corporation is organized as described in Internal Revenue Code Section 501(c)(3). In the event of the dissolution of this corporation, any assets remaining after payment of creditors shall be distributed for one or more of the exempt purposes of the corporation or paid over to an organization or organizations described in Section 501(c)(3) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, as selected by the Board of Directors, or failing such selection, as selected by the Superior Court of the County of Maricopa, State of Arizona. In no event shall the assets be distributed to any member, director or officer of the corporation or any private individual.

ARTICLE VII

Exemption of Property & Indemnification

The private property of the incorporators, members, directors and officers of the corporation shall be forever exempt from and not liable for, the debts and obligations of the corporation of any kind whatsoever. The corporation shall indemnify each person who is or was an incorporator, member, director or officer of the corporation against all expenses incurred by them, and each of them, including but not limited to legal fees, judgments and penalties which may be incurred, rendered or levied in any legal action brought against any of them for or on

account of any action or omission alleged to have been committed while acting within the scope of employment of the corporation.

ARTICLE VIII

Members and Board of Directors

The Corporation shall have one class of voting members. The designation of the class, the manner of election or appointment and the qualifications and rights of the members shall be governed by the Corporation's Bylaws. The business and affairs of this corporation shall be conducted by a Board of Directors of not less than four nor more than ten members. The initial Board of Directors shall consist of four members. The Board of Directors shall be elected at the annual meeting of the Directors in such manner as provided for in the Corporation's Bylaws. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the directors or until their successors are elected and qualified are:

Steven L. Trahan
247 North Macdonald
Mesa, Arizona 85201

Dan H. Traylor
247 North Macdonald
Mesa, Arizona 85201

Sally Bartsch
3546 East Thomas
Phoenix, Arizona 85018

Earlene Sharp
802 East Vogel
Phoenix, Arizona 85020

ARTICLE IX

Bylaws

Bylaws of the corporation may be adopted by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions

of these articles or the Internal Revenue Code of 1986 (or the corresponding provision of any future law)

ARTICLE X

Limitation of Director Liability

No director of the corporation shall be personally liable to the corporation 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 for (i) any breach of the director's duty of loyalty to the corporation or its members; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) a violation of Arizona Revised Statutes Section 10-1026; (iv) any transaction from which the director derived an improper personal benefit; and (v) a violation of Arizona Revised Statutes Section 10-1097.

ARTICLE XI

Statutory Agent

The corporation does hereby appoint Steven L. Trahan, 247 North Macdonald, Mesa, Arizona 85201, as its statutory agent in and for the State of Arizona.

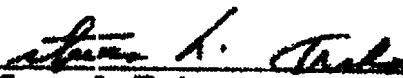
ARTICLE XII

Incorporator

The name and address of the incorporator of the corporation are:

Steven L. Trahan
247 North Macdonald
Mesa, Arizona 85201

Dated: July 27, 1994.



Steven L. Trahan

"Incorporator"

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CONSENT OF STATUTORY AGENT

Steven L. Trahan, having been designated to act as Statutory Agent, hereby consents to act in that capacity until his removal or resignation is submitted in accordance with the Arizona Revised Statutes.

By:


Steven L. Trahan