AZ Corp. Commission
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AZ CORPORATION COMMISSION
FILED

DEC 28 2005

FILE NO. 1251497-4

ARTICLES OF INCORPORATION
OF
WHITE TANKS ROTARY FOUNDATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves together for the purpose of forming a non-profit 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 White Tanks Rotary Foundation, Inc. The principal place of business shall be at 6423 W. Louise Drive, Glendale, Arizona 85310 — get a new PO Box

ARTICLE II

The name and address of the incorporator(s):

Mary Lou Stevens 10114 W. Desert Rock Drive, Sun City, AZ 85351

ARTICLE III

PURPOSE: The purpose for which this corporation is organized is to generate a revenue stream which will be used to fund donor specified rotary and non-rotary activities, and to do all matters related thereto.

ARTICLE IV

INITIAL BUSINESS: Said corporation is organized to generate a revenue stream which will be used to fund donor specified rotary and non-rotary activities, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, including for such purpose the making of distributions to organizations that qualify as exempt organizations under any provisions of Section 501(c) of the Internal Revenue Code of 1954 as amended.

ARTICLE V

NET EARNINGS: No part of the net earnings 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 Articles III and 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 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law) or: (b) by a

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corporation, contributions to which are deductible under Section 170(a) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws).

ARTICLE VI

DEVOLUTION OF ASSETS ON DISSOLUTION: 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 501(c)(3) of the Internal Revenue Code of 1954 (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

CONDUCT OF AFFAIRS: This corporation shall be a non-profit corporation and shall have no stock. The Members of the corporation are the Members of the White Tanks Rotary Club, Inc. The legal affairs of this corporation shall be conducted by the Board of Directors and such officers and committees as the Directors may from time to time appoint. The number of Directors shall be fixed by the Bylaws, but shall not exceed the maximum number of Directors permitted by law. The Directors shall serve without compensation and no Director shall received any pecuniary benefit as a direct result of being a Director of the corporation. The initial Board of Directors named herein and any subsequent Board of Directors shall have the power to increase the size of the Board of Directors subject to the restrictions imposed by this article. Such new positions and any vacancies on the Board of Directors resulting from death, resignation or inability to serve shall be filled in a manner provided in the Bylaws. The Board of Directors shall have the exclusive power to adopt, amend and rescind the Bylaws. The Bylaws shall provide the method for election of Directors. The annual meeting of the corporation shall be held each year in December, or such later time as may be specified by notice duly given in accordance with the Bylaws. The Board of Directors together with the Members shall have the power to adopt, amend and rescind the Articles of Incorporation.

ARTICLE IX

BOARD OF DIRECTORS: There shall be no less than three (3) nor more than nine (9) Directors. The initial board is made up of four (4) Directors. The Directors are elected annually by the Members. The initial board who are to serve as Directors until the first annual meeting of Directors or until their successors are elected and qualified are:

Mary Lou Stevens	10114 W. Desert Rock Drive, Sun City, AZ 85351
Sara Jane Feldman	6423 W. Louise Drive, Glendale, AZ 85310
Darryl Henning	19820 N. Shadow Mountain Drive, Surprise, AZ 85374

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Bruce Sherwood 3211 N. Couples Drive, Goodyear, AZ 85338

ARTICLE X

INDEBTEDNESS: The highest amount of indebtedness or liability, direct or contingent, to which the corporation is at any time to subject itself, is the sum of $1,000,000.00.

ARTICLE XI

EXEMPTIONS: The private property of the incorporators, Directors, officers, employees, members and agents of this corporation shall be forever exempt from liability for the corporation's debts or obligations.

Any person serving as a Director or serving on a committee in an advisory capacity to the corporation or Board of Directors of the corporation shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury if such person was acting in good faith and within the scope of his official capacity, unless such damage or injury is caused by willful and wanton or grossly negligent conduct of such person.

ARTICLE XII

INDEMNIFICATION: The power of indemnification under the Arizona Revised Statutes shall not be denied by the Bylaws. The personal liability of the Directors is limited and/or eliminated to the fullest extent allowed by law.

ARTICLE XIII

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

Mary Lou Stevens 10114 W. Desert Road Drive, Sun City, AZ 85351

IN WITNESS WHEREOF, the incorporators hereunto set their hands as of this 23rd day of December, 2005.

Mary Lou Stevens
Mary Lou Stevens, Incorporator

I, Mary Lou Stevens, having been designated as statutory agent of the White Tanks Rotary Foundation, Inc.,an Arizona Non-Profit Corporation, do hereby accept said position.

Mary Lou Stevens
Mary Lou Stevens, Incorporator

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

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NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. Section 10-3202.D.

WHITE TANKS ROTARY FOUNDATION, INC.
EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been 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 execution of this Certificate?
2. Been 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 execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
(a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
(b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
(c) Involved the violation of the restraint or restraint of trade laws of that jurisdiction?

Yes____ No X

B. IF YES, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any other corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
(a) Was incorporated
(b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is June 30.

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [signature] 12-23-05 DATE____
TITLE Incorporator

BY____ DATE____
TITLE____

BY____ DATE____
TITLE____

BY____ DATE____
TITLE____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within thirty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CF: 0001 - Nonprofit
Rev: 4/01