

ARTICLES OF INCORPORATION
OF
COTTONWOOD PALO VERDE FOUNDATION

An Arizona Non-profit Corporation

ARTICLE I

The name of the corporation is: COTTONWOOD PALO VERDE FOUNDATION.

ARTICLE II

The purpose for which this corporation is organized is exclusively for charitable, religious, educational, and scientific 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

The character of affairs of this corporation and the general nature of the business to be transacted by it shall be to provide facilities or services designed to improve the health and wellbeing, including physical fitness, mental stimulation, and social activities, of individuals over the age of fifty-five (55) years, and to engage in other charitable activities permitted under Arizona law and the Internal Revenue Code.

ARTICLE IV

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 to personnel for services rendered and

to make payments and distributions in furtherance of the purposes set forth in ARTICLE II hereof. 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 provisions 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 the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

The Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended.

The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended.

The Corporation will not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended.

The Corporation will not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal revenue Code of 1986, as amended.

The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, as amended.

ARTICLE VI

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Any of such assets not so disposed of shall be disposed of by the Superior Court of the State of Arizona, in and for the County of Maricopa, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

The initial Board of Directors shall consist of five (5) Directors. The name and address of each person who is to serve as a Director until the first annual meeting of the Board of Directors or until his/her successor is elected and qualify is:

Stan Shores
25630 Brentwood Drive
Sun Lakes, AZ 85248

Elaine Kraemer
25630 Brentwood Drive
Sun Lakes, AZ 85248

Steve Schneck
25630 Brentwood Drive
Sun Lakes, AZ 85248

Bob Carlson
25630 Brentwood Drive
Sun Lakes, AZ 85248

Keith Nelson
25630 Brentwood Drive
Sun Lakes, AZ 85248

The number of persons to serve on the Board of Directors there after shall be fixed by the Bylaws.

ARTICLE VIII

The street address of the known place of business of the Corporation is:

25630 Brentwood Drive
Sun Lakes, AZ 85248

ARTICLE IX

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

RAYNDON LAW GROUP PLC
An Arizona professional limited liability company
5001 N. Granite Reef Road
Scottsdale, Arizona 85250

ARTICLE X

The incorporator of the corporation is:

Incorporator	Stan Shores
Address	25630 Brentwood Drive Sun Lakes, AZ 85248

All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of the Articles of Incorporation to the Arizona Corporation Commission for filing.

ARTICLE XI

The members, officers, and directors shall not be individually liable for this corporation's debts or other liabilities and the private property of such members, officers and directors of this corporation shall be forever exempt from the debts and obligations of this corporation. This corporation shall indemnify and hold harmless such members, directors and officers and its employees and agents to the fullest extent allowed by law while employed by, or acting on behalf of, the corporation. Without limiting the foregoing, a member of the Board of Directors shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a member of the Board of Directors, except as otherwise provided by law; provided that to the extent required by law, no provision of these Articles of Incorporation shall eliminate or limit the liability of a member of the Board of Directors for: (i) any breach of a member of the Board of Directors' duty of loyalty to the corporation or its members; (ii) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; (iii) any transaction from which a member of the Board of Directors derived an improper personal benefit; or (iv) any violation of Section 10-3860 *et. seq.* of the Arizona Revised Statutes, or any successor provisions thereto.

ARTICLE XII

The corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

ARTICLE XIII

The corporation will not have members.

IN WITNESS WHEREOF, I have hereunto set my hand this 26th day of

April, 2014.



STAN SHORES
Director/Incorporator