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ARTICLES OF INCORPORATION

AZ CORP. COMMISSION
FOR THE STATE OF AZ.
FILED

OF

SEP 28 5 14 PM '88

WILLO NEIGHBORHOOD ASSOCIATION

APPR Esther Thomas
DATE APR 10-19-88
TERM

We, the undersigned incorporators, having associated ourselves together for the purpose of forming a non-profit corporation under Title 10, Chapter 5, Arizona Revised Statutes (A.R.S. § 10-1001, et seq.), hereby adopt the following Articles of Incorporation.

I.

The name of the corporation shall be "Willo Neighborhood Association."

II.

The period of duration of the corporation shall be perpetual.

III.

This corporation is organized for the purpose of transacting any or all lawful business for which non-profit corporations may be incorporated under Title 10, Chapter 5, Arizona Revised Statutes, as amended from time to time, only to the extent that such purpose does not disqualify the corporation as an exempt organization within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). The corporation initially intends to establish a non-profit organization to act as a neighborhood association for the purpose of supporting implementation of the Willo Neighborhood Plan and to promote the betterment of Willo Special Conservation District, as established by the City Council of the City of Phoenix, and to perform civic duties.

IV.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, members 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 III hereof.

The corporation shall not endorse a commercial enterprise nor allow its name to be used in connection with any commercial activity. The corporation shall distribute its net income in such manner and at such time or times as not to subject

the corporation to tax under Section 4942 of the Code. The corporation shall not: (a) engage in any act of self-dealing (as defined in Section 4941(d) of the Code); (b) retain any excess business holdings (as defined in Section 4943(c) of the Code); (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures (as defined in Section 4945(d) of the Code).

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(6) of the Code; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

V.

The Board of Directors shall consist of no less than three (3) nor more than twenty-five (25) directors. The names and addresses of the persons who are to serve as directors until the first annual election of directors or until their successors are elected and qualify are:

<u>Name:</u>	<u>Address:</u>
Michael Morgan	97 W. Virginia Ave. Phoenix, Arizona 85003
Mark Dee	322 W. Encanto Blvd. Phoenix, Arizona 85003
Lorraine Knowles	311 W. Edgemont Ave. Phoenix, Arizona 85003
Jeanne Lindsay	331 W. Windsor Ave. Phoenix, Arizona 85003
Margaret Bateman	119 W. Almeria Rd. Phoenix, Arizona 85003
Philip Darrow	510 W. Holly St. Phoenix, Arizona 85003
Julia Ellegood	321 W. Palm Rd. Phoenix, Arizona 85003
Lisa Hastings	521 W. Monte Vista Rd. Phoenix, Arizona 85003

<u>Name:</u>	<u>Address:</u>
Kathleen Kennedy	326 W. Granada Rd. Phoenix, Arizona 85003
Janean McQuade	527 W. Wilshire Dr. Phoenix, Arizona 85003
C. Steven McMurry	530 W. Coronado Rd. Phoenix, Arizona 85003
David Wright	314 W. Monte Vista Rd. Phoenix, Arizona 85003

VI.

Upon dissolution of the corporation, the Board of Directors, after making provision for the payment of all of the liabilities of the corporation, shall arrange for the distribution of all of the assets of the corporation exclusively for the tax-exempt purposes of the corporation, by distribution to one or more organizations, contributions to which are deductible under Section 170(c)(2) of the Code, as the Board of Directors may 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.

VII.

The names and addresses of the incorporators are:

<u>Name:</u>	<u>Address:</u>
Michael Morgan	97 W. Virginia Ave. Phoenix, Arizona 85003
Mark Dee	322 W. Encanto Blvd. Phoenix, Arizona 85003

VIII.


Michael Morgan, 97 W. Virginia Ave., Phoenix, Arizona 85003 is hereby appointed the initial statutory agent for the corporation for the State of Arizona.

IX.

No director of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article IX 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 which are not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) any violation of Arizona Revised Statutes Section 10-1026 -- prohibition against issuance of stock and payment of dividends; (iv) any transaction from which the director derived an improper personal benefit; or (v) any violation of Arizona Revised Statutes Section 10-1097 -- director conflicts of interest. For purposes of this Article IX, the term "director" includes a trustee and a person who serves on the board or council of the corporation in an advisory capacity.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto affixed their signatures this 26th day of September, 1988.



Michael Morgan, Incorporator



Mark Dee, Incorporator