

ARTICLES OF INCORPORATION
OF
FOUNTAIN OF THE SUN FOUNDATION
An Arizona Nonprofit Corporation

ARTICLE I

The name of the corporation is: FOUNTAIN OF THE SUN FOUNDATION

ARTICLE II

The purpose for which the 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 further 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 and services for aging resident population of the local community.

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 table expenditures as defined in Section 4943(d) of the Internal Revenue Code of 1986, 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 asset 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 names and addresses of each person who is to serve as a Director until the first annual meeting of the Board of Directors or until his or her successor is elected and qualify are:

KEITH E. HILGENDORF, Director and President
8140 E. Dutchman Drive
Mesa, AZ 85208

KEITH A. KELLEN, Director and Vice President
8364 E. Fay Ave.
Mesa, AZ 85208

SHERRY L. GIERACH, Director and Secretary/Treasurer
832 S. 78th Street
Mesa, AZ 85208

DEAN SCANE, Director
8141 E. Dutchman Drive
Mesa, AZ 85208

GENE GRESHAM, Director
837 S. 77th Way
Mesa, AZ 85208

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:

540 S. 80th Street West
Mesa, AZ 85208-6401

ARTICLE IX

The statutory agent of the corporation is:

KEITH E. HILGENDORF
8140 E. Dutchman Drive
Mesa, AZ 85208

ARTICLE X

The incorporator of the corporation is:

KEITH A. KELLEN
8364 E. Fay Ave.
Mesa, AZ 85208

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

ARTICLE XI

The members, officers and directors shall not be individually liable for this corporations 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' duties 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 10th day of June, 2013.

Keith A. Kellen

KEITH A. KELLEN

Director/Incorporator