

BYLAWS
OF
FOUNTAIN OF THE SUN FOUNDATION

An Arizona non-profit corporation

ARTICLE I:
IDENTIFICATION

1. **Name.** The name of the Corporation is the FOUNTAIN OF THE SUN FOUNDATION (hereinafter, the "Corporation")

2. **Principal Office.** The Corporation shall maintain a principal office in Maricopa County, Arizona.

3. **Other Offices.** The Corporation may also maintain offices at such other place or places, within and outside the State of Arizona, as may be designated from time to time by the Board of Directors, and the business of the Corporation may be transacted at such other office(s) with the same effect as that conducted at the principal office.

4. **Corporate Seal.** A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation; nevertheless, if in any instance a corporate seal shall be used, the same shall consist of a circle bearing the words and figures, "FOUNTAIN OF THE SUN FOUNDATION—ARIZONA" and either the year of incorporation or the words "CORPORATE SEAL" or both.

5. **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

6. **Annual Meeting.** A meeting of the Board of Directors shall be held annually, during the ^{First} ~~last~~ month of the Corporation's fiscal year, at such place as the Board of Directors shall designate, either within or outside the State of Arizona. Such meeting may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting may simultaneously hear each other during the meeting. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting. At the annual meeting, the then serving members of the Board of Directors shall elect members of the Board of Directors to serve for the coming year and transact such other business as may properly be brought before the meeting.

shall not be present at any meeting of the Board of Directors, the Directors then present may adjourn the meeting to another time or place, without notice other than announcement at the meeting, until a quorum shall be present.

9. Action without a Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

10. Waiver of Notice. Attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any Director may waive notice of any annual, regular, or special meeting of Directors by executing a written notice of waiver either before or after the time of the meeting.

11. Immunity. A Director 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 damages or injury if such Director was acting in good faith and within the scope of his or her official capacity, unless such damage or injury was caused by willful and wanton or grossly negligent conduct of such Director.

12. Liability. ^{or} No Director 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 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 (if it has Members); (ii) acts of omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) any transaction from which the Director derived an improper personal benefit; or (iv) any violation of Arizona Revised Statutes Section 10-3860 *et. seq.*, Director's conflicting interest transactions. For purposes of this Article, the term "Director" includes a trustee or a person who serves on the Board or council of the Corporation in an advisory capacity. The Corporation may purchase "errors and omissions" liability insurance to cover its Directors, with premiums to be payable from the Corporation's operating funds.

ARTICLE III: OFFICERS

1. Titles. The Officers of the Corporation shall be chosen by the Board of Directors and shall consist of a President, a Vice President, a Secretary, and a Treasurer. The Board of

**FOUNTAIN OF THE SUN FOUNDATION
SECRETARY'S ATTESTATION**

I, _____, being the duly elected Secretary of Fountain of the Sun Foundation, hereby attest that the foregoing Amendment was approved by a majority of its directors.

By:

Name:

Secretary, Fountain of the Sun Foundation

SUBSCRIBED, SWORN TO AND ACKNOWLEDGED before me this _____ day of _____, 20__ ,

By _____, the Secretary of Fountain of the Sun Foundation, an Arizona nonprofit corporation, for and on behalf of the corporation.

Notary Public

My Commission Expires:

FOSF Board of Director Motion

Meeting Date: 01.20.2025

Motion #: 1 KH
2 PAT

Motion:

BY-LAW CHANGE:

Page One, Article I, Section 6, Annual Meeting. Change **last** month to **first** month of the Corporation's fiscal year.

Page 3, Article II, Section 12, Liability. Change typo **No** Director shall be

Rationale:

(Page One) Changing the annual meeting to the first month (January) allows for a complete summation of the previous year and will include a final year-end financial statement.

(Page 3) An original typo error is being corrected to state NO Director

Motion by Director: Keith Hilgendorf

Second by Director: Pat LeConte

Roll Call:

	<u>Yea</u>	<u>Nay</u>
W. Evelyn Walker	✓	
Keith E Hilgendorf	✓	
Tina Cary	✓	
Patricia LeConte	✓	
Dean Scane	✓	

MOTION CARRIED BY UNANIMOUS VOTE

Tina Cary, Secretary FOSF

AZ Corp. Cc
044035

AZ CORPORATION COMMISSION
FILED

AUG 27 2013

ARTICLES OF INCORPORATION

FILE NO. 18579273

OF

AZ CORPORATION (C)
FILED

FOUNTAIN OF THE SUN FOUNDATION

AZ CORPORATION COMMISSION
FILED

An Arizona Nonprofit Corporation

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SEP 23 2013

FILE NO. 1857

FILE NO. 18579273

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 distribution 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 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 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 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 future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible