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AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
FILED

NOV 4 4 11 PM '81

Kathryn Butler
FILED _____
DATE _____ TIME _____

ARTICLES OF INCORPORATION
OF
SOUTH MOUNTAIN SPECIAL PURPOSE ORGANIZATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves together for the purpose of forming a nonprofit corporation under and pursuant to the State of Arizona and for that purpose do hereby adopt these Articles of Incorporation:

ARTICLE I

The name of the corporation shall be SOUTH MOUNTAIN SPECIAL PURPOSE ORGANIZATION, INC.

ARTICLE II

The principal place of business shall be 500 East Southern Avenue, Phoenix, Arizona 85040.

ARTICLE III

The purpose for which this corporation is organized is the transaction of any or all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE IV

The corporation is organized exclusively to promote the revitalization, rehabilitation, and development of homes and residential units and other property in the South Mountain community; enhance and foster community pride in the South Mountain community; develop and encourage individual, group, and organizational participation in a planned dialogue and exploration of the issues fundamental to the fact that South Mountain is a good place to live; establish liaison contacts with the local agencies for the purpose of advocating programs and service for the accomplishment and aims of this organization.

ARTICLE V

Notwithstanding the corporation's endeavor to conform as nearly as possible to the Articles of Incorporation of corporations in general as provided for under Arizona law for non-profit corporations, only such powers shall be exercised as are in furtherance of the tax exempt purpose of the corporation and as may be exercised by an organization exempt under S501(c)(7) of the Internal Revenue Code of 1954, as amended, and its regulations issued pursuant thereto and any Treasury rulings as they now exist or as may hereinafter be amended.

No part of the net earning of the corporation shall unure 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 Article 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 the 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 Future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section 107 (c) (2) of the Internal Revenue Code of 1954, (or the corresponding provisions of any future United States Revenue Laws).

ARTICLE VI

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

The private property of the members, officers and directors of the corporation shall be forever exempt from the debts and obligations of the corporation.

ARTICLE VIII

The name and address of the initial statutory agent of the corporation is Elmer A. Jestila, 502 East Southern Avenue, Phoenix, Arizona 85040.

ARTICLE IX

The affairs of the corporation shall be conducted by a Board of Directors consisting of not less than five (5) nor more than fifteen (15) members, and said Board of Directors shall annually elect a Chairman of the Board, Vice Chairman, Secretary and Treasurer, and such other officers as the Board of Directors may determine necessary. The organizational meeting of the corporation was held on October 21, 1981, at 7:00 p.m. at 4389 Southern Ave., Phoenix, AZ 85040. Thereafter, the Board of Directors shall be elected at the time and in the manner prescribed by the bylaws of the corporation. The annual meeting is to be held at a place within or without the state as fixed by the bylaws. Until the first election of directors, and until their successors are elected and have qualified, the following named persons shall serve as directors of this corporation, to wit:

Leo Rendon	5828 S. 6th St., Phoenix, AZ 85040
Beatrice Sampson	1408 E. Chambers, Phoenix, AZ 85040
W. P. Garrity	500 E. Southern, Phoenix, AZ 85040
Senoma Smith	5025 S. 21st Way, Phoenix, AZ 85040
Nita Mueller	4614 S. 3rd St., Phoenix, AZ 85040
Mike Simpson	P. O. Box 20785, Phoenix, AZ 85036

ARTICLE X

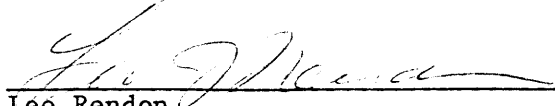
The corporation shall indemnify any person who incurs expenses by reason of the fact he or she is or was an officer, director, employee or agent of the corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

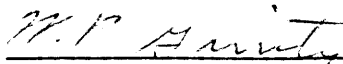
ARTICLE XI

The incorporators of the corporation are:

Leo Rendon	W. P. Garrity
5828 S. 6th St.	500 E. Southern
Phoenix, AZ 85040	Phoenix, AZ 85040

DATED THIS 3rd DAY OF November, 1981.


Leo Rendon


W. P. Garrity