

ARTICLES OF INCORPORATION

OF

SOUTHERN ARIZONA AIDS FOUNDATION

0803994-0  
AZ. CORP. COMMISSION  
FOR THE STATE OF ARIZONA  
FILED  
APR 2 4 43 PM '97  
B. Mallou  
DATE FILED 4/14/97  
TERM \_\_\_\_\_  
DATE \_\_\_\_\_

FIRST: The name of the corporation is Southern Arizona AIDS Foundation.

SECOND: PURPOSE. This organization is organized exclusively for charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time ("Code").

The corporation shall only conduct activities permitted to be conducted by a corporation exempt from federal income tax under Code §501(c)(3), or by a corporation, contributions to which are deductible under Code §170(c)(2). Within the foregoing restrictions, the corporation intends to conduct activities which assist in the care and support of those living with HIV, and their families, and to act as a supporting organization for the following organizations which are all organizations exempt from federal income tax under Code §501(c)(3): Shanti Foundation of Tucson, Inc., the Troy Stephenson Foundation dba. PACT for Life, and the Tucson AIDS Project, Inc.

THIRD: The statutory agent for the corporation is: Douglas J. Newman; Douglas J. Newman, P.C.; 1717 N. Tucson Blvd., Tucson, Arizona, 85716.

FOURTH: The initial three-person board, to serve until the first annual election of directors or until their successors are elected and qualified, are:

Sharon Kutzschbach  
2129 W. Wetmore, #3  
Tucson, Arizona 85705

Michael O'Toole  
HC #1, Box 2000-175  
Tucson, Arizona 85736

Steve Gottlieb  
16500 N. Lago del Oro  
Tucson, Arizona 85727

FIFTH: 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 may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article Second.

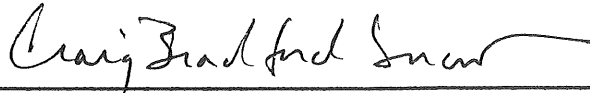
SIXTH: Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any 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 corresponding provision of any future United States Internal Revenue law).

SEVENTH: Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

EIGHTH: The personal liability of the directors of the corporation to the corporation (and to members, if applicable) for monetary damages for breach of

fiduciary duty as a director shall be limited or eliminated to the fullest extent allowable by law.

Dated this 2<sup>ND</sup> day of April, 1997.




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Craig Bradford Snow  
151 S. Tucson Blvd., Ste. 252  
Tucson, AZ 85716  
Incorporator

#### CONSENT OF STATUTORY AGENT

The undersigned, having been designated to act as statutory agent for the above corporation, hereby agrees to serve in that capacity.



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Douglas J. Newman



ARIZONA CORPORATION COMMISSION


We are pleased to notify you that your Articles of Incorporation were filed on 4/2/91.

You must publish a copy of your Articles of Incorporation WITHIN SIXTY (60) DAYS from the File Date. The publication must be in a newspaper of general circulation in Pima County, for three (3) consecutive publications. An affidavit from the newspaper, evidencing such publication, must be delivered to the Commission for filing WITHIN NINETY (90) DAYS from the File Date.

All corporations transacting business in Arizona are required to file an Annual Report with the Commission, no later than the 15th day of the fourth (4th) month following the close of each fiscal year. Your fiscal year end is 12/31. A preprinted Annual Report Form will be mailed to you during that month.

If you have any questions or need further information, please contact us at (602) 542-3135 or Toll Free (Arizona residents only) at 1-800-345-5819.

Very truly yours,

  
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Examiner Technician  
Corporations Division  
Arizona Corporation Commission