

Articles of Incorporation — The Cox Meadows Neighborhood Block Watch, Inc.

KNOW ALL MEN BY THESE PRESENTS:

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Arizona do hereby certify.

First: The name of the Corporation shall be The Cox Meadows Neighborhood Block Watch, Inc.

Second: The place in this state where the principal office of the Corporation is to be located is the City of Phoenix, Maricopa County.

Third: Said Corporation is organized exclusively for charitable and educational purposes and specifically to enhance the safety and livability of the neighborhood through infrastructure improvements and the promotion of civic pride.

Including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Consistent with the foregoing purposes and subject to all other limitations, restrictions and prohibitions set forth in these Articles, this corporation shall have all the powers specified in Section 10-3302 of the Arizona Revised Statutes, as amended from time to time, and to do all and every thing necessary, suitable and proper for the accomplishment of the purposes or attainment of the objects set forth above either alone or in association with other individuals, corporations or partnerships, including federal, state, county and municipal bodies and authorities; and in general, to do and perform acts and transact business in connection with the foregoing objects which is not inconsistent with law.

Fourth: The Initial board of directors shall consist of five directors. The names and addresses of the persons who are to serve as directors until the first annual meeting of the membership or until their successors are elected and qualified are:

Frank Martinez 2465 W Dahlia Drive
Phoenix, Arizona 85029

Jim Chavez 2502 W Columbine Drive
Phoenix, Arizona 85029

Kris Ulloa 12350 N 25th Avenue
Phoenix, Arizona 85029

Edward Dziuk 2533 W Corrine Drive
Phoenix, Arizona 85029

Kim Hutchison 2480 W Dalhia Drive
Phoenix, Arizona 85029

The above directors were elected at a meeting held in Phoenix, Arizona, on the 1st day of December 2002.

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

Fifth: The directors, officers and members of the corporation shall not be individually liable for the corporation's debts or other liabilities. The private property of these individuals shall be exempt from any corporate debts or liabilities. To the fullest extent that Arizona law permits and in accordance with and within the limits of Section 10-3202(B) of the Arizona Revised Statutes, (1) no director or person who serves on a board or council of the corporation in a voluntary capacity shall be liable to the corporation or its members for monetary damages for breach of fiduciary duty and (2) any director or person who serves on a board or council of the corporation in an advisory capacity shall be immune from civil liability and shall not be subject to suit directly or by way of contribution for any act or failure to act resulting in damage or injury. If the Arizona Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent that Arizona Revised Statutes, as so amended, permit. Any repeal or modification of this Article **Fifth** shall not adversely affect any right or protection of a director of the corporation existing at the time of the repeal or modification.

Sixth: The names and addresses of the incorporators are:

Frank Martinez 2465 W Dahlia Drive
Phoenix, Arizona 85029

Jim Chavez 2502 W Columbine Drive
Phoenix, Arizona 85029

Seventh: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 **Third** 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 or in opposition to 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

Article **Seventh** (Continued):

Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Eighth: The time for the commencement of this corporation shall be the date of the filing of these Articles of Incorporation as required by law, and the term of its corporate existence shall be perpetual.

Ninth: Upon the dissolution of the 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 the corresponding section of any future federal 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 a Court of Competent Jurisdiction 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.

Tenth: The Cox Meadows Block Watch, Inc. shall be a membership organization consisting of all of the residents of its neighborhood.

Eleventh: The Corporation shall have authorization to issue no shares of any form of stock.

Twelfth: These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

Thirteenth: The statutory agent shall be Edward Dziuk whose address is 1700 N 7th Street Suite 3, Phoenix, Arizona 85006.

In witness whereof, we have hereunder subscribed our names on this ____ day of ____ 20__.

Frank Martinez, Incorporator Jim Chavez, Incorporator

I, Edward G Dziuk, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.

Statutory Agent

Phone Number