

# STATE OF ARIZONA



Office of the  
**CORPORATION COMMISSION**

The Executive Director of the Arizona Corporation Commission does hereby certify  
that the attached copy of the following document:

**ARTICLES OF INCORPORATION, 12/18/1997**

consisting of 5 pages, is a true and complete copy of the original of said document on file  
with this office for:

**ORO VALLEY ROTARY FOUNDATION**  
**ACC file number: 08266362**



IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed the official seal of the Arizona  
Corporation Commission on this 25 Day of  
February, 2025 A.D.

*Douglas R. Clark*

Douglas R. Clark, Executive Director

By: *Chasity Pullin*

**CHASITY PULLIN**

ARIZONA CORPORATION COMMISSION  
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington  
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress  
Tucson, Arizona 85701-1347

**CERTIFICATE OF DISCLOSURE**  
A.R.S. §10-202.D

CHECK APPROPRIATE BOX (A OR B)  
ANSWER "C"

DRD VALLEY ROTARY FOUNDATION  
EXACT CORPORATE NAME

**THE UNDERSIGNED CERTIFY THAT:**

A. No persons serving either by elections or appointment as officers, directors, trustees, incorporators and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

- ☒ 1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
- (a) involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
  - (b) involved the violation of the consumer fraud laws of that jurisdiction; or
  - (c) involved the violation of the antitrust or restraint of trade laws of that jurisdiction.

B. For any person or persons who have been or are subject to one or more of the statements in items A.1 through A.3 above, the following information MUST be attached:

- 1. Full name, prior name(s) and aliases, if used.
- 2. Full birth name.
- 3. Present home address.
- 4. Prior addresses (for immediate preceding 7-year period).
- 5. Date and location of birth.

- 6. Social Security number.
- 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes \_\_\_\_\_ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- 1. Name and address of the corporation.
- 2. Full name (including aliases) and address of each person involved.
- 3. State(s) in which the corporation:
  - (a) Was incorporated.
  - (b) Has transacted business.
- 4. Dates of corporate operation.

D. The fiscal year end adopted by the corporation is DECEMBER.

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Douglas J. Halsey

BY Chuck Sweet

PRINT NAME DOUGLAS J. HALSEY

PRINT NAME CHUCK SWEET

TITLE TREASURER DATE 11/25/77

TITLE PRESIDENT DATE 11/28/77

**DOMESTIC CORPORATIONS:** ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

**FOREIGN CORPORATIONS:** MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.



ARTICLES OF INCORPORATION

OF

ORO VALLEY ROTARY FOUNDATION

KNOW ALL PEOPLE BY THESE PRESENTS:

That I, the undersigned, has this day purposed the forming of a non-profit corporation under and pursuant to the laws of the State of Arizona and for that purpose do hereby adopt these Articles of Incorporation.

ARTICLE I

NAME: The name of the corporation shall be: ORO VALLEY ROTARY FOUNDATION. *oh*

ARTICLE II

The name and address of the incorporator is:

Douglas Hartley  
941 West Fox Ridge Lane  
Tucson, Arizona 85737

ARTICLE III

PURPOSE: The purpose for which this corporation is organized is the transaction of any or all lawful business for which a non-profit corporation may be incorporated under the laws of the State of Arizona including, but not limited to, receiving gifts and grants of money of property, or interests therein, of every kind and character, and to administer and distribute same, or the income thereon and which is consistent with Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as they be amended from time to time.

ARTICLE IV

The corporation is exclusively for charitable, scientific, literary or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including transactions with those that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

0826636-2  
AZ. CORP. COMMISSION  
FOR THE STATE OF AZ.  
FILED  
Dec 18 4 17 PM '97  
APPROVED  
DATE APPROVED  
TERM  
DATE

#### ARTICLE V

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 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 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 provisions of any future United States Internal 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 under Section 501(c)(3) of the Internal Revenue Code of 1986 (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

To the extent allowed by the Arizona Revised Statutes Sections 10-2305 A18 and 10-2342 A8, the personal liability of a director to the corporation or its members for monetary damages for the breach of fiduciary duty as a director shall be eliminated.

#### ARTICLE VIII

The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws of the



corporation. The corporation shall, to the extent permitted by Arizona Revised Statutes Section 10-2305 C as they may be amended from time to time, indemnify any member, director, officer, employee, or agent of the corporation who incurs liability or expenses by reason of his or her acting in the capacity of a member, director, officer, employee, or agent of the corporation.

#### ARTICLE IX

The name and address of the initial statutory agent is:

Name:	Charles Sweet
Street Address:	10332 North Placita Lujoso
City, State:	Tucson, Arizona
Zip Code:	85737

#### ARTICLE X

There shall be no less than three (3) members of the Board of Directors. The names and addresses of the persons who are to serve as Directors until the first annual meeting of Directors or until their successors are elected and qualified are:

Name:	Charles Sweet	Address:	10322 North Placita Lujoso Tucson, Arizona 85737
	James Huffer		1117 East Rising Sun Drive Tucson, Arizona 85737
	Jerry Ferrill		14725 North Lost Arrow Dr. Tucson, Arizona 85737
	Douglas Hartley		941 West Fox Ridge Lane Tucson, Arizona 85737

#### ARTICLE XI

1. The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. The corporation will not engage in an act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

4. The corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal

Revenue Code, or corresponding section of any future federal tax code.

5. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Douglas J. Hartley  
Douglas Hartley, Incorporator

DATED this 28 day of November, 1997.

I, Charles Sweet, 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.

Charles Sweet  
Charles Sweet  
Date: November 28, 1997

## QUICK RECEIPT

Arizona Corporation Commission

Receipt Number: 202502253036461

Receipt Date: 02/25/2025 03:54PM

User: CHASITY PULLIN

Date Printed: 02/25/2025

The following details your transaction(s):

**Payment Submitted:**

Payment Type	Check/Ref No.	Amount
Check	1982	\$ 10.00
<b>Total Amount:</b>		\$ 10.00

**Transactions posted to this receipt:**

Entity Name	Document Type	Transaction Amount	Expedite Amount	Waived Document Amount	Waived Expedite Amount	Total Transaction Amount
ORO VALLEY ROTARY FOUNDATION	Records Request - Certified Copies - Corporations	\$ 7.50	\$ 0.00	\$ 0.00	\$ 0.00	\$ 7.50
ORO VALLEY ROTARY FOUNDATION	Records Request - Uncertified Copies - Corporations	\$ 2.50	\$ 0.00	\$ 0.00	\$ 0.00	\$ 2.50
					<b>Total Amount:</b>	\$ 10.00
					<b>Total Waived Amount:</b>	\$ 0.00