

CERTIFICATE OF DISCLOSURE

ENTITY INFORMATION

ENTITY NAME: Friends of San Rafael Valley
ENTITY ID: 23608981
ENTITY TYPE: Domestic Nonprofit Corporation
EFFECTIVE DATE/TIME: 11/21/2023

FELONY JUDGEMENT QUESTIONS

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten percent of any other proprietary, beneficial or membership interest in the corporation 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 signing of this certificate? NO

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 signing of this certificate? NO

Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: NO

- The violation of fraud or registration provisions of the securities laws of that jurisdiction;
- The violation of the consumer fraud laws of that jurisdiction;
- The violation of the antitrust or restraint of trade laws of that jurisdiction?

BANKRUPTCY QUESTION

Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in *any other corporation* (not the one filing this Certificate) on the bankruptcy or receivership *of the other corporation*? NO

SIGNATURE

By typing or entering my name and checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

Incorporator: Carol Bonchalk - 11/30/2023

Incorporator: Linda Shore - 11/30/2023

**Articles of Incorporation
Of
Friends of San Rafael Valley
Pursuant to Arizona Revised Statute §10-3202
(An Arizona Non-Profit Corporation)**

Article I – NAME

The Name of this Corporation shall be Friends of San Rafael Valley.

Article II – PURPOSE

Section 1. General Purpose This corporation is a nonprofit corporation organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Character of Affairs The specific and primary purpose of this corporation is to engage in activities within the scope of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. The corporation is organized to support and assist the preservation and conservation of the San Rafael State Natural Area and the surrounding San Rafael Valley.

Section 3. Tax Exempt Status No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors, 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 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 the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article III – MEMBERS

This corporation will have members.

Article IV – PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be 1338B Duquesne Road, Patagonia, Arizona, USA 85624. The Corporation may establish other principal places of business and other offices at such other places, either within or without the State of Arizona, as the Board of Directors may from time to time determine.

Article V – BOARD OF DIRECTORS

The initial Board of Directors shall consist of six (6) directors. The names and addresses of the persons who are to serve as directors until his/her successor is elected and qualifies are:

<u>Name</u>	<u>Business Address</u>
Carol Bonchalk	1338B Duquesne Road Patagonia, Az. 85624 USA
Linda Shore	1338B Duquesne Road Patagonia, Az. 85624 USA
Maureen De La Ossa	1338B Duquesne Road Patagonia, Az. 85704 USA
Jolene De La Ossa	1338B Duquesne Road Patagonia, Az. 85624 USA
Charles Klingenstein	1338B Duquesne Road Patagonia, Az 85624 USA
Daniel Sharp	1338B Duquesne Road Patagonia, Az 85624 USA

Following the organizational meeting of the corporation, the number of directors, terms of office and the time and manner of their election shall be fixed by the Bylaws.

Article VI – STATUTORY AGENT

The name and address of the initial statutory agent of the corporation is:

Maureen De La Ossa
115 N 1st Avenue
Patagonia, Az 85624

Mailing Address:
P.O. Box 613
Patagonia, Az 85624

Article VII – Dissolution

Upon the dissolution of the corporation, assets shall, after paying or making provision for the payment of all of the liabilities of the corporation, 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 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 purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

Article VIII – INDEMNIFICATION

The corporation shall indemnify any person identified in the Arizona Revised Statutes as entitled to indemnification and as provided in the bylaws of the corporation or by agreement.

Article IX – DISCRIMINATION PROHIBITED

In rendering its function and in exercising its purposes, the corporation shall not practice nor permit discrimination on the basis of sex, age, race, national origin, religion, physical handicap or disability or sexual orientation.

Article X – BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the bylaws of this corporation. The bylaws shall govern the operation of this corporation unless any bylaw conflicts with these Articles of Incorporation, in which case the Articles of Incorporation shall be controlling.

Article XI – INCORPORATORS

The name and address of the incorporators are:

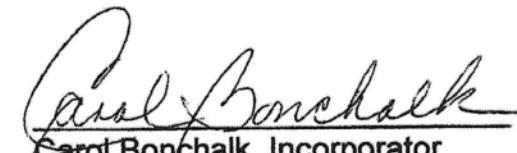
Carol Bonchalk
1338B Duquesne Road
Patagonia, Az. 85624

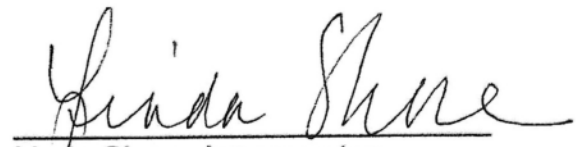
Linda Shore
1338B Duquesne Road
Patagonia, Az 85624

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

EXECUTED this 20th day of November, 2023 by its incorporators.

I acknowledge under penalty of law that this document together with any attachments is submitted in compliance with Arizona law.


Carol Bonchalk, Incorporator
1338B Duquesne Road
Patagonia, Az. 85624 USA


Linda Shore, Incorporator
1338B Duquesne Road
Patagonia, Az 85624 USA